THE AMAZING SPIDER-MAN®

MARVEL MASTERWORKS®

BY STAN LEE & STEVE DITKO

WITH JOHN ROMITA

MARVEL

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

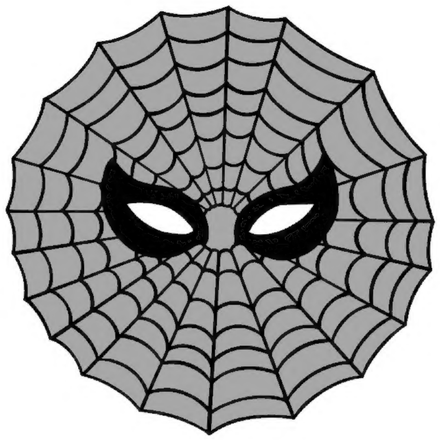
VOLUME 4

COLLECTING

THE AMAZING SPIDER-MAN Nos. 31-40

STAN LEE • STEVE DITKO

WITH JOHN ROMITA



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MARVEL MASTERWORKS
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THE
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NOS. 31-40

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INTRODUCTION
BY STAN LEE

I've a confession to make!

In order to write these seemingly endless introductions to our much-vaunted *Marvel Masterworks* series, I've had to re-read the stories that we're so generously reprinting to refresh my memory so that I'll know what I'm writing about—which, for me, is the exception rather than the rule! But that's not the confession.

What I'm confessing to is, every time I re-read one of these now-ancient tales, I'm amazed at how wonderful they are! Since I've completely forgotten them during the ensuing few decades, it's as though I'm discovering them for the first time, and let me be the first to admit it—I've become a bigger Steve Ditko fan with each new reading!

While I wrote the dialogue and the captions and tried to inject whatever personality I could into the yarns, the basic story structure itself was, for the most part, fashioned by the dazzling talent of Mr. Ditko. As you read each and every now-classic adventure, you'll notice for yourself how every little subplot weaves in and out of each episode, embellishing the main theme and finally becoming a major part of the later story lines. The more you study the delicate fabric of each tale, the more you have to admire the subtle skill and meticulous planning that Steve brought to each and every installment.

As for the stories themselves, you've really got some rare treats in store.

During this period in Spidey's career, our hero was deeply enmeshed in a romantic situation with the lovely Betty Brant, a relationship that seemed doomed from the start. As fate agonizingly draws them further and further apart, we'll meet a dramatic new love interest, a girl destined to play a major role in Peter's life, the stunning, star-crossed Gwen Stacy.

You'll also be on hand when Peter enrolls in Empire State University where Harry Osborn will become a very important figure in our unfolding saga as we gradually learn more and more about the startling secret of Harry's father.

Aunt May, too, figures dramatically throughout the series, as does Jonah Jameson. After all, Spidey without Jonah would be like rock without roll!

And just look at the roster of super-villains we've got lined up for you—

For starters, our friendly neighborhood wall-crawler has to battle the Master Planner and his gang of masked killers! This is the episode, too, where ol' web-head first meets gorgeous Gwen. Next, we segue into everybody's favorite frenetic friend, the ever-deadly Doc Ock! We even have a great cameo performance by a certain Dr. Connors, whom you may know as—the Lizard!

Then comes one of the most famous five-page sequences in the history of comicdom. This one alone is worth the price of the book—any book! It's where Spidey is pinned down by tons of fallen steel and, unless he frees himself, Aunt May's a goner! We can promise you'll never forget our hero's epic struggle and the brilliant way it was depicted by Steve Ditko!

After that, Kraven the Hunter returns, more determined than ever to defeat his web-spinning foe. Then, before you can catch your breath, we follow up with the menace of the Molten Man, the Looter and rampaging Robot! While all that's going on, the mysterious Frederick Foswell figures more and more importantly in our strange and startling series. Identically, you'll also encounter one of my favorite bits of Parkerian dialogue when Peter, shunned as usual on campus, unhappily mutters, "Boy, if unpopularity ever became popular, I'd be top man around here!"

For a change of pace, our next story is entitled "Just a Guy Named Joe" and I guarantee you won't read many tales like this one in comics, or anywhere else for that matter. While all the razzmatazz is going on, we learn that Harry Osborn's father is plotting some sort of nameless evil. As for Peter, he almost has his first meeting with Mary Jane Watson; but notice I said "almost!"

Hang on to your hats now, heroes, because it's time for the grim and gruesome Green Goblin to make the scene in an unforgettable two-issue epic in which we finally learn Gobby's true identity! And, of equal importance, our Goblin episodes herald the arrival of a terrific new talent upon the art scene. When, with thirty-eight issues of terrific creativity under his belt, Steve Ditko elected to give up the Spidey strip and seek new worlds to conquer, luck was with us in the person of the great John Romita who took over the illustrating chores and helped bring our amazing arachnid to even greater heights of artistic glory! It's comic book history in the making, and you're there to see it!

Well, since I don't want to tire you out before you have a chance to get to the heavy stuff, this is as good a time as any to end my ponderous little précis and wish you good reading! You're really gonna enjoy the pages that lie ahead; I should know—I've been there!

EXCELSIOR!

1991

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL POP ART PRODUCTIONS
31 DEC
"IF THIS BE MY DESTINY..."
DEDICATED TO YOU, THE GREAT NEW MARVEL BREED OF READER!

The AMAZING SPIDER-MAN!

"IF THIS BE MY DESTINY...!"

A NEW ERA IN THE LIFE OF *SPIDER-MAN* IS ABOUT TO BEGIN, AND YOU SHALL LIVE IT WITH HIM!

Masterful Script by: STAN LEE
Magnificent Artwork by: STEVE DITKO
Mellifluous Lettering by: SAM ROSEN

IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...

SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!

WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!

IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!

HEY! WHAT'S GOING ON---?? UHH... KOFF KOFF

A GUARD! ONE QUICK DOSE OF SLEEP-GAS WILL CURB HIS CURIOSITY!

ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!

BUT, DUE TO THE FACT THAT ANOTHER NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...

WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING GOOD!

SO THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN WILL JUST TAG ALONG!

ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE THIS MUST BE REAL OPERATORS!

IT'S NICE TO KNOW I'M SWINGIN' IN THE BIG TIME!

IT'S SPIDER-MAN!

GIVE THE GENT A CIGAR! HE JUST SAID THE MAGIC WORD!

YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW THIS TIME!

THOOM!

GIVE HIM A SHOT OF *SLEEP GAS!* HE HAS TO *BREATHE,* LIKE ANYONE ELSE!

AND *HURRY!* IT WOULD TAKE AN *ARMY* TO HOLD HIM!

GAS! LUCKY FOR ME THEY SHOUTED IT OUT IN TIME FOR ME TO TAKE A DEEP GULP OF *AIR!*

I CAN HOLD MY BREATH MUCH LONGER THAN THEY SUSPECT... AND THE OPEN HATCH IS SUCKING OUT MOST OF THE GAS, ANY-WAY!

WHILE, AT THE REAR OF THE PLANE...

JUST HAD A MESSAGE FROM THE *MASTER PLANNER!* USE EMERGENCY PLAN "G" TO FOIL SPIDER-MAN!

WILL DO!

WITHIN SECONDS, THE STOLEN DEVICES ARE ENCASED IN WATER-PROOF COVERS WITH ELECTRONIC SIGNALLING DEVICES ATTACHED...

EVERY-THING IS READY NOW!

THEN CARRY OUT *PLAN "G"!*

AND, AS SPIDEY STILL BATTLES FEROCIOUSLY AT THE OTHER END OF THE SHIP...

CARGO DIS-POSED OF AS ORDERED!

THEN, FROM A HIDDEN, UNDERWATER BASE, SOME DISTANCE AWAY, A CRISP ORDER IS BARKED...

ATTENTION, TASK FORCE "R"! RETRIEVE JETTISONED UNITS, AND STAND BY!

SILENTLY, UNHESITATINGLY, LIKE AWESOME UNDERWATER GHOSTS, A SMALL GROUP OF IDENTICALLY-GARBED SWIMMERS LEAVE THE STRANGE, SUBMERGED STRUCTURE..

OUR COURSE IS DUE EAST BY NORTH-EAST!

AND, SCANT MINUTES LATER...

THERE ARE THE UNITS... EXACTLY AS DESCRIBED!

WHILE, BACK ABOARD THE HELICOPTER ...

GAS! POUR MORE GAS ON HIM! HE CAN'T HOLD HIS BREATH FOREVER!

IT'S THE ONLY WAY WE CAN BEAT HIM!

BLAST IT! HE'S RIGHT! THE FUMES ARE FINALLY MAKING ME GROGGY!

I'D LOVE TO IMPRESS THEM WITH MY WIT... BUT I DON'T DARE OPEN MY MOUTH TO SAY ANYTHING!

OH, WELL, IT'S THEIR LOSS!

EVERYTHING'S STARTING TO SPIN AROUND! CAN'T AFFORD TO TAKE ANY MORE CHANCES! HAVE TO END THIS FAST!

I'LL SHOOT SOME WEBBING AT THAT SHATTERED PIECE OF DOOR, AND THEN ...

I'LL SWING IT OUT AT THE ROTOR BLADES! ONCE IT HITS, THEY'LL HAVE NO PLACE TO GO BUT DOWN!

IT OUGHTTA TAKE THEIR MINDS OFF ME FOR A WHILE!

SKRAKK!

I DID IT! BUT..THE GAS...CAN'T TAKE ANY MORE..GROGGY ...EVERYTHING SPINNING AROUND!

THIS'LL FINISH HIM OFF!

UNHHH..!

THE RUSH OF AIR CLEARED MY HEAD, BUT...

THE SHIP! IT'S FALLING RIGHT ON TOP OF ME!

GOT TO HIT IT WITH WEBBING... IF I CAN JUST SWING AWAY IN TIME..!

HERE GOES NOTHING!!

..WHEW!.. GOOD OL' SPIDER-AGILITY, I *LOVE* YOU!

AND, JUST BELOW THE SURFACE, A SPECIAL RESCUE SQUAD TAKES THE CREWMEN SAFELY FROM THE DOWNED HELICOPTER...

NOW QUICKLY...TO THE *MASTER PLANNER* BEFORE WE ARE DISCOVERED!

THAT'S STRANGE! NO ONE'S *SURFACED* YET! THEY MAY STILL BE TRAPPED INSIDE THE SINKING PLANE!

I CAN'T JUST LET THEM *DROWN*..

EVEN THOUGH THEY PROBABLY *DESERVE* TO!

BUT, SECONDS LATER...

I DON'T *GET* IT! IT'S COMPLETELY *EMPTY!*

NOW I'VE SEEN *EVERYTHING!* I KNOW I DIDN'T JUST *DREAM* THE WHOLE THING... AND YET..WHERE COULD THEY HAVE *GONE?*

I THOUGHT *I* WAS SUPPOSED TO BE THE *MYSTERY MAN* AROUND HERE!

IF THE WORLD'S MOST TEMPESTUOUS TEEN-AGER IS NONPLUSSED *NOW,* IMAGINE HOW HE'D FEEL IF HE COULD KNOW OF THE INCREDIBLE BUILDING WHICH EXISTS JUST A SHORT DISTANCE AWAY, BENEATH THE MURKY, ALL-CONCEALING WATERS..!

SPIDER-MAN! I NEVER EXPECTED THAT I'D HAVE TO CONTEND WITH *HIM!*

BY THE PUREST *ACCIDENT,* HE ALMOST RUINED MY PLAN AGAIN! I MUST BE MORE *CAREFUL* IN THE FUTURE!

IT IS VITALLY IMPORTANT THAT *NONE* SUSPECT WHO I AM, NOR WHAT MY PURPOSE IS UNTIL MY PLANS HAVE ALL BEEN *COMPLETED!*

AND THEN, IT WILL BE TOO LATE FOR *ANY-ONE* TO STOP ME!

THE NEXT MORNING, PETER PARKER BIDS HIS DOTING *AUNT MAY* GOODBYE AS HE HEADS FOR THE CAMPUS OF EMPIRE STATE UNIVERSITY...

I'VE GOT TO RUSH, AUNT MAY! IT'S TIME TO REPORT FOR REGISTRATION AT COLLEGE!

GOOD LUCK, DEAR! I HOPE YOU'LL BE PLEASED WITH YOUR SCHEDULE!

HE'S JUST LIKE HIS *FATHER*... CHEERFUL, ENTHUSIASTIC, AND BRIGHT! HE'S BEEN LIKE A *SON* TO ME ALL THESE YEARS!

AND, HE WAS SO *HAPPY*, THAT I DIDN'T HAVE THE HEART TO SPOIL IT... BY TELLING HIM... HOW VERY *ILL* I'VE BEEN FEELING...!

FOR THE NEXT FEW HOURS, PETER PARKER IS KEPT SO BUSY THAT HE HASN'T TIME TO THINK OF HIS AUNT MAY, OF THE STRANGE HAPPENINGS OF LAST NIGHT, OR OF *ANYTHING*, SAVE THE DAWNING OF A NEW AND EXCITING CAMPUS CAREER...

AS YOUR DEAN, I WELCOME YOU TO EMPIRE STATE UNIVERSITY! HERE AT E.S.U., YOU WILL BEGIN A NEW ACADEMIC LIFE, ONE WHICH I HOPE WILL BE RICHLY REWARDING!

YOU SCIENCE MAJORS WILL SPEND A GOOD DEAL OF TIME IN THIS LAB, AND IN OTHERS LIKE IT! IF YOU HAVE ANY QUESTIONS, DON'T HESITATE...!

WOW! I'VE NEVER FILLED OUT SO MANY CARDS AND FORMS IN MY LIFE!

AND, THE ONLY THINGS THAT DON'T HAVE TO BE SIGNED IN *DUPLICATE*, ARE THE ONES THAT HAVE TO BE DONE IN *TRIPLICATE*!

REGISTRATION

...*WHEW!*... I WONDER IF THEY HAVE A COURSE IN "HOW TO WAIT ON LINE!"?

NOW THEN, DO YOU HAVE ANY QUESTIONS ABOUT YOUR SCHEDULE...?

MILLIONS OF THEM!

WELL, WELL! IF IT ISN'T FEARLESS FLASH THOMPSON!

DROP DEAD!

BOOKS

YOU CAN PICK UP THE *REST* OF YOUR BOOKS TOMORROW!

IT WOULD BE EASIER JUST TO MOVE INTO THE *LIBRARY*!

I AM *BUSHED*! AND SCHOOL HASN'T REALLY *STARTED* YET!

BUT IT SURE WAS A *BALL*!

FINALLY, AS PETER PREPARES FOR A GOOD NIGHT'S SLEEP BEFORE THE FIRST DAY OF SCHOOL....

I'LL BE UP EARLY TO MAKE BREAK-FAST FOR YOU TOMORROW, DEAR!

YOU NEEDN'T BOTHER, AUNT MAY! I CAN FIX IT! YOU NEED YOUR REST!

NONSENSE, PETER! I WANT TO... OHHH...!

AUNT MAY! WHAT'S WRONG?!

SHE.. SHE'S FAINTED!

I'VE GOT TO SEND FOR THE DOCTOR ...RIGHT AWAY!

A HALF HOUR LATER ...

YOU MAY COME IN NOW, SON!

HOW IS SHE, DOC?

SHE'S VERY WEAK, MY BOY!

I'M NOT QUITE SURE WHAT'S WRONG, BUT, AT HER AGE, WE CAN'T AFFORD TO TAKE ANY CHANCES! I'LL SEND FOR THE AMBULANCE!

AMBULANCE? YOU MEAN...?

YES, PETER! SHE'LL HAVE TO GO TO THE HOSPITAL FOR SPECIAL TESTS!

IT.. IT HAPPENED SO SUDDENLY!

HELLO, THIS IS DR. BROMWELL! CONNECT ME WITH ADMITTING, PLEASE!

THEN, AFTER A SWIFT AMBULANCE RIDE ...

SHE'S A BIT STRONGER NOW! THE MEDICATION SEEMS TO HAVE HELPED!

PETER...

I'M RIGHT HERE, AUNT MAY!

EASY, SON.. DON'T TIRE HER!

YOU MUST TRY TO GET SOME REST NOW, MRS. PARKER!

I WILL.. BUT, POOR PETER... FIRST DAY OF SCHOOL TOMORROW... SHOULD BE ASLEEP... NOT WAITING UP... HERE!

DON'T YOU WORRY ABOUT ME, AUNT MAY! JUST YOU REST AND GET YOUR STRENGTH BACK, HEAR? I'LL BE JUST FINE!

OF COURSE YOU WILL, DEAR! YOU'VE ALWAYS BEEN FINE! BEST NEPHEW A PERSON COULD WISH FOR... SO DECENT... AND TRUTHFUL... SO... MMMM...

SHE'S STARTING TO DOZE NOW! GOOD!

AND THEN...

SOME FINE NEPHEW I'VE BEEN! I DIDN'T EVEN SUSPECT SHE WAS ILL!

I WAS SO WRAPPED UP IN MY OWN AFFAIRS THAT I HARDLY EVER GAVE HER A THOUGHT!

AND FINALLY, AS DAWN SLOWLY BREAKS...

I COULDN'T SLEEP A WINK! COULDN'T GET AUNT MAY OUT OF MY MIND!

I'VE TAKEN HER FOR GRANTED ALL THESE YEARS! SHE'S BEEN LIKE A MOTHER TO ME... AND I HARDLY GAVE HER THE TIME OF DAY!

THUS, WEARY FROM LACK OF SLEEP, AND HEART-SICK WITH WORRY ABOUT HIS AUNT'S ILLNESS, THE WORLD'S MOST AMAZING TEENAGER BEGINS HIS FIRST DAY OF COLLEGE...

IF ANYTHING SHOULD HAPPEN TO HER, I... NO! I MUSTN'T EVEN THINK OF THAT! SHE'LL BE ALL RIGHT! SHE HAS TO BE!

WHILE, A SHORT DISTANCE AHEAD, IN PETE'S FIRST CLASS, WE FIND...

HEARD A LOT ABOUT YOU, FLASH! I'M HARRY OSBORN, AND THIS LITTLE LADY IS THE EX-BEAUTY QUEEN OF STANDARD HIGH, AS IF YOU COULDN'T TELL!

THE LITTLE LADY HAS A NAME, FLASH! IT'S GWEN STACY AND I'VE FOLLOWED YOUR FOOTBALL CAREER ALL THROUGH HIGH SCHOOL!

YOU SHOULD HAVE LET ME KNOW, GWEN! I'D HAVE GIVEN YOU ALL THE FACTS IN PERSON!

DO YOU THINK YOU'LL BE AS SUCCESSFUL WITH COLLEGIATE FOOTBALL, FLASH?

WITH SOMEONE LIKE YOU WATCHING, I WON'T EVEN NEED THE OTHER TEN PLAYERS!

BUT THEN...

OH, NO! DON'T TELL ME I HAVE PUNY PARKER IN THIS CLASS!

ISN'T HE THE BOY WHO WON THE SCIENCE SCHOLARSHIP TO E.S.U.? HE MUST BE BRILLIANT!

HE LOOKS LIKE ANY OTHER FROSH TO ME!

WELL, I MIGHT AS WELL INTRODUCE YOU, SO YOU CAN SEE HOW SQUARE A GUY CAN BE!

HEY, PARKER... C'MERE! I WANNA TALK TO YOU!

HE DOESN'T SEEM TO HEAR YOU!

HOW ABOUT THAT?? HE IGNORED US! HE... IGNORED... US!!!

THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!

SOME FRIEND YOU'VE GOT THERE, FLASH!

KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!

HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!

AND, AS THE FIRST CLASS BEGINS...

HE'S NOT AS HUSKY AS FLASH... BUT HE'S BRIGHTER ...AND VERY ATTRACTIVE!

I'VE GOT TO TRY TO FORGET AUNT MAY..AND CONCENTRATE ON THE PROF!

THEN, BETWEEN CLASSES...

THERE'S PETER PARKER! I MET HIM AT REGISTRATION! A REAL NICE GUY!

HI, PETE! HOW'S IT GOIN?

THERE'S JUST TIME FOR ONE PHONE CALL!

WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!! WHAT A BRUSH-OFF HE GAVE ME!

IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!

HIS SCHOLARSHIP MUST HAVE GONE TO HIS HEAD!

WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...

STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...!

AND THEN...

MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!

BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!

IT'S NO USE! I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...!

AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!

LATER, IN THE CHEM LAB...

IF THERE'S ONE THING HARRY OSBORN DOESN'T DIG, IT'S A SWELL-HEAD WHO THINKS HE'S BETTER'N ANYONE ELSE!

THIS IS MY LAST CLASS TODAY! I'LL BE ABLE TO SEE AUNT MAY WHEN IT'S OVER! IF I CAN JUST KEEP MY MIND ON WHAT I'M DOING TILL THEN...! I'VE GOT TO SHUT EVERYTHING ELSE *OUT!*

LOOK, I'VE GOT AN IDEA FOR A GAG TO TAKE HIM DOWN A PEG! ARE YOU ALL GAME TO TRY IT?

I THINK WE SHOULD MIND OUR OWN BUSINESS!

AWW, DON'T BE A PILL, GWEN! PARKER'S BEEN *ASKING* FOR IT!

IT WON'T BE ANYTHING *SERIOUS!* IT'LL BE JUST GOOD FOR A LAUGH, THAT'S ALL!

I THINK I CAN SEE WHY YOU AND FLASH THOMPSON BECAME FRIENDS SO QUICKLY, HARRY!

FLASH AND ME BOTH HATE SQUARES! NOTHING'S WRONG WITH *THAT!*

NOW *YOU* DISTRACT HIM WHILE *I* DO THE REST, GWEN!

I STILL CAN'T HELP FEELING *ATTRACTED* TO HIM!

WELL, I GUESS I CAN'T BACK OUT *NOW!*

PETE!

PERHAPS I SHOULD GET AUNT MAY *ANOTHER* DOCTOR... A SPECIALIST!

PETE! DON'T YOU *HEAR* ME?

THIS IS *GREAT!* HE'S IN A WORLD OF HIS OWN! YOU DON'T EVEN *HAVE* TO DISTRACT HIM!

PETER PARKER! I ASKED IF I COULD BORROW YOUR *PEN!!*

HUH? OH, SURE... IF YOU WANT MY PEN, HERE... TAKE IT!

I'VE NEVER MET A BOY *LIKE* HIM! HE DIDN'T EVEN GIVE ME A *GLANCE!*

THANK YOU VERY *MUCH*, MISTER PARKER, BUT I CHANGED MY *MIND!*

JUST KEEP WATCHING! IT'LL HAPPEN ANY SECOND NOW!

THE CHEMICALS *IGNITED!*

BUT, THAT'S *IMPOSSIBLE!* THEY *COULDN'T* HAVE! THEY WERE ALL COMPLETELY *STABLE!*

POOF!

PARKER! THIS LAB IS NO PLACE FOR EXHIBITIONS! EVEN THOUGH YOU *DID* WIN A SCIENCE SCHOLORSHIP, YOU WILL CONFINE YOURSELF TO THE EXPERIMENTS AT *HAND!*

IS THAT QUITE *CLEAR?*

YES SIR! I-I'M SORRY--!

HE THINKS I DID IT *PURPOSELY!* BUT, HOW *DID* IT HAPPEN?

IT WORKED BETTER THAN I *THOUGHT!* THIS'LL TAKE THAT SWELL-HEAD DOWN A PEG!

IT WAS JUST SUPPOSED TO BE A *JOKE!* I DIDN'T WANT TO GET ANY-ONE IN TROUBLE WITH THE PROF!

AWW, DON'T LOSE ANY SLEEP OVER IT, GWEN! IT COULDN'T HAVE HAPPENED TO A NICER GUY!

TELL YOU WHAT, DOLL--IF IT'LL MAKE YOU FEEL BETTER, WE'LL INVITE HIM FOR A COKE AFTER CLASS! HOW'S THAT?

IT'S THE *LEAST* WE CAN DO! WE HAD NO RIGHT TO GET PROFESSOR WARREN DOWN ON HIM!

I'VE NEVER MADE A BONEHEAD MISTAKE LIKE *THAT* IN AN EXPERIMENT BEFORE! I MUST HAVE BEEN DAY-DREAMING!

DAY-DREAMING, MY *FOOT!* I JUST CAN'T GET POOR AUNT MAY OUT OF MY MIND, THAT'S ALL!

THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...

HEY, PARKER --THE GANG'S GOING ACROSS THE STREET FOR SOME SODAS! HOW ABOUT--?

SORRY, I *CAN'T!* I'VE GOT TO RUSH NOW!

BOY! HOW UN-SOCIAL CAN YOU *BE?*

WELL, GWEN, WE *TRIED!* GOT ANY *OTHER* SUGGES-TIONS?

I JUST DON'T *UNDER-STAND* HIM, HARRY!

MINUTES LATER, OUTSIDE THE SCIENCE HALL, GWEN AND HARRY RUN INTO ANOTHER FAMILIAR FACE...

I JUST SAW THE POOR MAN'S EINSTEIN RUNNING PAST ME LIKE HE KNEW WHERE HE WAS GOIN'! WHAT HAPPENED, DID HE SEE A MOUSE?

WHO KNOWS? MAYBE SOME-ONE ONCE TOLD HIM HE'S TOO GOOD FOR THE HUMAN RACE!

C'MON AND HAVE A COKE WITH US, FLASH!

WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...

YOU'RE LOOKING MUCH BETTER, AUNT MAY! YOU'LL BE OUT OF HERE IN *NO* TIME!

OF COURSE, DEAR! BUT ABOUT YOUR FIRST DAY OF SCHOOL? WAS IT EXCITING? DID YOU MAKE ANY NICE NEW FRIENDS?

OH, SURE! IT WAS GREAT! THEY'RE A SWELL BUNCH OF GUYS AND GALS!

VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!

RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!

SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?

BUT, PETER PARKER **LOSES** SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...

I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!

SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!

I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!

OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!

I UNDER-STAND, SIR....!

BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!

SURE, DOC --!

BEING **CHEERFUL** WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!

LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...

I MIGHT HAVE **KNOWN** THERE'D BE NOTHING BUT **BILLS** AT A TIME LIKE THIS!

JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!

MAYBE I OUGHT TO **FORGET** ABOUT COLLEGE! EVEN THOUGH MY SCHOLORSHIP PAYS THE TUITION, I **STILL** CAN'T AFFORD IT!

IF I COULD GET A FULL-TIME JOB--BRING IN SOME **REAL** MONEY--**THAT'S** WHAT WE NEED!

BUT--THAT WOULD **REALLY** BREAK AUNT MAY'S HEART!

THERE'S ONLY ONE **OTHER** WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES....!

AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF **SPIDER-MAN** SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADOWY WRAITH...

MY BELT-CAMERA IS LOADED AND READY!

NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!

IF I FIND SOME-THING THAT I CAN SELL TO THE **DAILY BUGLE** EARLY ENOUGH, I'LL **STILL** BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!

BUT, I'VE NEVER SEEN THE CITY MORE **QUIET**....!

NEVER THOUGHT I'D FIND MYSELF ***WISHING*** FOR A CRIME TO TAKE PLACE-- BUT IT LOOKS LIKE YOU CAN NEVER FIND A CRIMINAL WHEN YOU NEED ONE!

AND, AS THE LONG, LONELY EVENING HOURS CRAWL BY...

NOTHING! NOT A SINGLE ***THING!***

AND JOLLY JONAH JAMESON ISN'T THE TYPE OF PUBLISHER TO PAY GOOD MONEY FOR PHOTOS OF A QUIET CITY STREET!

I CAN'T EVEN FIND A SINISTER ***JAY-WALKER,*** OR A DANGEROUS ***LITTERBUG*** I CAN CATCH IN THE ACT WITH MY KODAK!

THERE'S A ***CAR*** ILLEGALLY PARKED--BUT IT'S HARDLY A FRONT PAGE SHOT!

FINALLY, AS THE FIRST FAINT FINGERS OF DAWN CREEP OVER THE STILL-SLUMBERING CITY...

IT'S NO USE! I'VE WASTED THE ENTIRE EVENING-- AND ALL FOR NOTHING!

WELL, IT'S STILL A FEW HOURS TILL MY FIRST CLASS! MAYBE I CAN GET ***SOME*** STUDYING IN IF I GET RIGHT HOME!

=YAWWWN= NO MATTER HOW ***STRONG*** A FELLA MAY BE, A NIGHT WITHOUT SLEEP CAN SURE MAKE HIM ***BUSHED!***

AND, A FEW SHORT HOURS LATER...

CAN'T CONCENTRATE ON WHAT I'M READING ANY MORE! IF I COULD ONLY SHUT MY EYES FOR A FEW MINUTES--BUT, IT'S TIME FOR ***CLASS*** NOW...!

AND SO, A BONE-WEARY PETER PARKER TRUDGES TOWARD HIS FIRST CLASS TO BEGIN WHAT SHOULD HAVE BEEN A HAPPY, EXCITING SECOND DAY OF CAMPUS LIFE, UNAWARE THAT MOST OF THE STUDENT BODY IS TALKING ABOUT THE NEW SCHOLORSHIP STUDENT WHO SEEMS TO FEEL HE'S TOO GOOD TO MINGLE WITH HIS CLASSMATES...

THAT'S HIM! MR. SWELLED-HEAD OF 1965!

WONDER WHAT MAKES HIM THINK HE'S SO SPECIAL?

NOW, IF I CAN JUST STAY AWAKE LONG ENOUGH TO GET THRU MY COURSES TODAY!

I ***STILL*** HAVE THE FEELING THAT HE'S REALLY NOT A BAD SORT DEEP DOWN!

AW, COME ***OFF*** IT, GWEN! HOW MUCH PROOF DO YOU ***WANT?***

I DON'T GET IT! CHICKS ALWAYS SEEM TO GO FOR THOSE EGG-HEADED, SKINNY CREEPS!

BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWSPAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS *DAILY BUGLE*...

NEWS! I WANT *NEWS!* SOMETHING MUST BE HAPPENING *SOMEWHERE!*

I CAN'T SELL A NEWSPAPER WITHOUT *NEWS!* WHY DOESN'T SOMETHING *HAPPEN???*

FOSWELL! YOU'RE ONE OF MY *TOP* REPORTERS! WHAT AM I *PAYING* YOU FOR?

SORRY, MR. JAMESON! I ONLY *REPORT* THE NEWS--I CAN'T *MANUFACTURE* IT!

DON'T GET CLEVER WITH *ME!* CLEVER PEOPLE MAKE ME *NERVOUS!* JUST BRING ME A *STORY!*

WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY *THERE* SOMEWHERE! GO *FIND* IT!

I'M ON MY WAY!

HE MAY BE *RIGHT!* IT'S TIME FOR *"PATCH"*, THE STOOLIE, TO MAKE THE SCENE AGAIN!

MISS BRANT, WHAT ABOUT THAT WEAK-KNEED *BOY FRIEND* OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?

I HAVEN'T SEEN MUCH OF PETER PARKER *MYSELF* LATELY, MR. JAMESON!

HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!

WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!

I'LL *DO* THAT, SIR!

YOU OLD HYPOCRITE!

THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS *AUNT* IS USUALLY HOME AT THIS TIME!

OH, HELLO, NED!

I'VE BEEN WANTING TO TALK TO YOU, BETTY!

DO YOU HAVE AN *ANSWER* FOR ME YET?

I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I *MUST* BE FAIR TO *PETER!* I HAVE TO SPEAK TO *HIM* FIRST!

SURE, BETTY! I UNDERSTAND!

I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND I'LL KEEP ASKING--UNTIL YOU SAY *YES!*

I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I *LEARN* SOMETHING--I PROMISE!

LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I *KNOW* PETER IS KEEPING SOME *SECRET* FROM ME! I JUST *MUST* FIND OUT WHAT IT *IS!*

AND WHAT OF THE MAN CALLED *PATCH?* WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...

THINGS ARE QUIET--*TOO* QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A *STORM!*

BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!

NOTHING, SAILOR--I WAS JUST CURIOUS!

WHAT'S IT TO *YOU,* MATE?

THAT CHARACTER TALKING TO THE SEAMAN IS FOXY BRIGGS! HE'S ONLY CURIOUS ABOUT *ONE* THING --*ROBBERY!*

THIS MAY BE THE LEAD I'VE BEEN *LOOKING* FOR!

THUS, WHEN FOXY BRIGGS LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...

I BETTER NOT STAY *TOO* CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!

BUT, WHEN *"PATCH"* TURNS A CORNER...

I *LOST* HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!

NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED--I HAVEN'T ENOUGH EVIDENCE!

AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!

HONEST TO GOSH--WE *DIDN'T* FORGET ABOUT *SPIDER-MAN!* YOU'LL SEE HIM REAL SOON--WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--

PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!

AND THAT'S A CHALLENGE *NO* GIRL CAN RESIST!

HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!

IF I GET TO THE HOSPITAL *EARLIER,* I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!

HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?

I'M AWFULLY SORRY! YOU'LL HAVE TO *EXCUSE* ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!

WHY--THE UNMITIGATED **NERVE** OF HIM!

NOBODY GIVES **GWEN STACY** THE BRUSH-OFF THAT WAY!

YOU, YOUNG MAN, ARE GOING TO **REGRET** THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...

ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!

OF **COURSE** I AM! YOU JUST WORRY ABOUT **YOURSELF,** AUNT MAY!

WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?

OH, I'M GETTING ALONG FINE! JUST FINE!

NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!

SOMEHOW I--I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!

WELL, I'LL BE LEAVING NOW, DOCTOR...

THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF **SPIDER-MAN** SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...!

I JUST **HAVE** TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL **GONE!**

AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...

A FLASHING **LIGHT** DOWN BELOW!

LOOKS AS THOUGH SOMEONE'S TRYING TO **SIGNAL** ME!

MIGHT BE A **TRAP**--BUT I CAN'T AFFORD TO IGNORE IT!

IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE **KNOWS** ME! WONDER WHO HE IS?

SPIDER-MAN! LUCKY I SAW YOU!

I NEED YOUR **HELP!**

SORRY, MISTER! I'M FLAT BROKE MYSELF!

WAIT! THIS ISN'T A **TOUCH!** I THINK THERE'S GONNA BE A **ROBBERY** AT PIER SIX TONIGHT!

HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE--BUT **YOU** COULD CHECK ON IT!

IF MY TIP IS **RIGHT,** AND YOU CATCH 'EM--**I** WANT SOME CREDIT!

SURE! SURE! I'LL REMEMBER YOU IN MY **WILL!**

MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!

AND, AT PIER SIX...

MOVE IN FAST AND SILENT!

USE YOUR *SUCTION CUPS* TO SCALE THE SHIP!

THE *MASTER PLANNER* NEVER SLIPS UP!

TAKE YOUR POSITIONS!

ATTACK AS ORDERED BY THE *MASTER PLANNER!*

USE *GAS GUNS!* NOW!

WE TOOK THEM COMPLETELY BY SURPRISE!

THE MASTER PLANNER WAS *RIGHT!* THERE'S ONLY A SKELETON CREW!

WE'LL BE GONE WITH OUR HAUL BEFORE THEY KNOW IT!

NOT IF *I* CAN HELP IT, GENTS!

MY LITTLE TIPSTER WAS *RIGHT!* GLAD I LISTENED TO HIM!

IT'S *SPIDER-MAN* AGAIN!

OUR NEW CONCENTRATED GAS WILL *STOP* YOU, INTERLOPER!

DON'T *BET* ON IT!

THEY DON'T REALIZE I'M *PREPARED* FOR THEM THIS TIME!

THE GAS DIDN'T *WORK!* SOMETHING'S WRONG--

-*UNHHHHH!*-

YOU CAN SAY THAT *AGAIN,* PLAYMATE! AND IT'LL BE A LOT *WRONGER* BEFORE I'M DONE WITH YOU!

THE ONE THING THE *MASTER PLANNER* DIDN'T COUNT ON! WE'VE GOT TO STOP HIM *SOMEHOW!*

MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...

NOW THAT I'VE GAINED CONTROL OF THE **CARGO BOOM,** I'LL USE IT TO FINISH OFF SPIDER-MAN!

BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING ***SPIDER SENSE...!***

SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!

BLAST IT! HE'S ***USING*** IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!

DON'T RUSH, BOYS! I'LL GET TO ***ALL*** OF YOU!

UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!

HOLD IT, GROUP! WAIT FOR ***ME!***

YOU'RE LIABLE TO ***DROP*** THOSE CRATES! BUT, THIS STICKY ***WEBBING*** WILL HOLD THEM FAST!

NO, DON'T THANK ME! IT'LL MAKE ME ***BLUSH!***

HWIP!

WE'VE GOT TO ***STOP*** HIM, ONCE AND FOR ***ALL!***

A ***FINE*** WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!

DUCK! WE'LL GET HIM FROM ***ABOVE!***

THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...

A ***CARGO NET!*** DROPPED ON ME FROM A ***CRANE!***

IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY ***HOSTILE!***

WELL, WADDAYA KNOW! THEY WENT TO ALL THIS TROUBLE TO DROP ME INTO THE *WATER!*

YOU CHAPS MUST *KNOW* HOW I LOVE TO FROLIC IN THE SURF!

BUT, THOUGH I *HATE* TO SEEM UNGRATEFUL, I'VE SOME *OTHER* THINGS TO TEND TO, FIRST!

RIPPPP!

LOOK! HE SAVED HIMSELF BY ATTACHING HIS *WEB* TO THE *BOOM!*

ONE THING I'LL SAY FOR YOU BOYS! YOU'RE *OBSERVANT!*

NOW I'D BETTER GET DOWN TO BUSINESS AND SNAP SOME *PICTURES* OF THOSE BOZOS BEFORE THEY --OH, *NO!*

THEY'RE ALL DIVING INTO THE *DRINK!*

QUICK, TAKE TO THE DEEP --WHILE WE STILL *CAN!*

WITH ALL THOSE *GIZMOS* THEY'RE WEARING, *THEY'D* HAVE THE ADVANTAGE IF I GO AFTER THEM IN THE *WATER!*

SAY! THERE'S A *SQUAD CAR* --AND THAT FELLA WHO GAVE ME THE TIP IS *WITH* THE POLICE!

YOU WERE *RIGHT,* PATCH! THERE *WAS* SOMETHING GOING ON HERE!

I'M SURE *SPIDER-MAN* WAS HERE --BUT THERE'S NO SIGN OF HIM NOW!

THESE DOCK WORKERS ARE JUST COMING TO!

I WONDER WHO HE *IS*-- AND HOW HE FIGURES IN ALL THIS?

WELL, IT LOOKS AS THOUGH ALL I GOT FOR MY PAINS WAS A LOT OF *EXERCISE!*

OKAY, PATCH--WE WON'T BE NEEDING YOU ANY MORE!

I SHOULD HAVE TRIED TO SNAP MY PICTURES *SOONER!* J. J. J. ISN'T ABOUT TO PAY ME ANYTHING FOR SOME SHOTS OF A DUMPY DOCK WITH A FEW POLICEMAN STANDING AROUND!

RATS! THIS JUST ISN'T MY WEEK!

THE ONLY **GOOD** THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHATEVER THEY WERE AFTER...

...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY **WORKED!**

MY DRY CHEMICAL FILTER SUCCEEDED IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!

I SURE AM GLAD I DECIDED TO MAJOR IN **SCIENCE**-- WHAT WOULD I DO **WITHOUT** IT?

WELL, I CAN ALWAYS PAT MYSELF ON THE BACK **LATER!** RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE **NEWS PHOTOS!**

AND, IF I **FIND** ANY, I HOPE I REMEMBER TO **SNAP** 'EM NEXT TIME!

MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE **MASTER PLANNER'S** MEN...

SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE **USED** THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!

IF MY **RAY** CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE **WORLD** IN TIME!

BUT, I SHALL TOLERATE NO FURTHER MEDDLING BY **SPIDER-MAN!** EVEN **HE** HAS NOT THE POWER TO STOP ME!

THOUGH HE AND I HAVE MET **BEFORE,** IF HE CROSSES MY PATH AGAIN, OUR **NEXT** ENCOUNTER WILL BE HIS **LAST!**

AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...

ARE YOU **CERTAIN?** PERHAPS THERE HAS BEEN A MISTAKE!

NO! IT'S JUST WISHFUL THINKING ON YOUR PART!

BUT, BEFORE WE TELL HER THE NEWS, RERUN THE TEST JUST **ONCE** MORE!

VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...

...THE POOR WOMAN CAN'T LAST MUCH LONGER!

NEXT ISSUE: WE SHALL LEARN THE FATE OF PETER PARKER'S **AUNT MAY,** AS WELL AS THE IDENTITY OF--THE **MASTER PLANNER!** BECAUSE YOU'RE **OUR** KIND OF READER, WE OFFER THIS ADMONISHMENT--YOU MUST **NOT** MISS IT! **'NUFF SAID!**

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

32 JAN

IND.

"MAN ON A RAMPAGE!"

WITH HIS AUNT MAY GRAVELY ILL IN THE HOSPITAL, *SPIDER-MAN* ***FIGHTS*** AS NEVER BEFORE!

THE AMAZING SPIDER-MAN!

PREPARE YOURSELF FOR A STARTLING SURPRISE! YOU AND SPIDEY ARE ABOUT TO MEET ONE OF HIS MOST POWERFUL FORMER FOES, AS THE TEEN-AGE WEB-SPINNER PLUNGES INTO BATTLE, WITH EVERY TICK OF THE CLOCK BRINGING HIM CLOSER TO -- *DEFEAT!*

UNDER THE SEA IT STANDS--THE HIDDEN HEADQUARTERS OF THE *MASTER PLANNER*, WHOSE BAND OF STRANGELY-GARBED CRIMINALS WE MET LAST ISH! LET'S LISTEN IN...

AM I *ALWAYS* TO BE PLAGUED BY THAT SNIVELLING *SPIDER-MAN?!!* IF NOT FOR HIS ACCURSED INTERFERENCE*, I WOULD NOW POSSESS THE RADIO-ACTIVE MATERIAL I SO DESPERATELY NEED!

BUT, HE'LL NEVER RUIN MY PLANS *AGAIN!* HIS *NEXT* ATTEMPT WILL BE HIS *LAST!*

*SHOWN, IN ALL ITS GLORY, LAST ISH! REMEMBER?-- STAN.

"MAN ON A RAMPAGE!"

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MY EXPERIMENTS ARE ALMOST *COMPLETE!* I AM CLOSE TO THE *MASTERY* OF LINGERING RADIATION!

AND *STILL* MY SECRET IS SAFE! NO ONE KNOWS WHO THE *MASTER PLANNER* REALLY IS!

IT WAS RADIATION THAT CHANGED MY ENTIRE LIFE-- THAT CAUSED ME TO BECOME WHAT I AM TODAY!

AND, THANKS TO RADIATION, THE WORLD WILL SOON AGAIN BE *MENACED* BY--

DR. OCTOPUS, ONE OF THE MOST *POWERFUL*, MOST *FEARED* HUMAN BEINGS ALIVE!

AND, IF I CAN LEARN TO *CONTROL* RADIATION, THERE IS NO LIMIT TO THE ADDITIONAL POWERS I COULD GAIN FOR MYSELF--AND FOR ANY OTHERS I MAY CHOOSE!

ATTENTION, DEPUTY SQUAD LEADER! THIS IS THE *MASTER PLANNER!* HAVE YOUR MEN CONTINUE TO SEARCH FOR ANY AND ALL ATOMIC EQUIPMENT FOR ME!

YES SIR! WE WILL CONTINUE UNTIL YOU ISSUE NEW ORDERS! OVER AND OUT!

WHILE, ON THE SURFACE, AS *PETER PARKER* WALKS THRU THE PRESS ROOM OF THE *DAILY BUGLE*...

I WAS *HOPING* PETER WOULD SHOW UP! I SIMPLY *HAVE* TO SPEAK TO HIM!

PETER! WAIT A MOMENT! I WANT TO *TALK* TO YOU!

HE'S TRYING TO PRETEND HE DIDN'T *HEAR* ME! BUT I WON'T *LET* HIM--!

PETER PARKER! YOU *CAN'T* KEEP AVOIDING ME THAT WAY-- AS THOUGH WE'RE NO MORE THAN STRANGERS!

I *HOPED* SHE'D BE OUT TO LUNCH! I DIDN'T WANT TO FACE HER!

YOU *MUST* TELL ME WHAT'S WRONG! WHAT HAVE I SAID-- OR DONE--?

HOW CAN I TELL HER THE TRUTH? SHE THINKS SHE *LOVES* ME --BUT IF SHE EVER FOUND OUT I'M *SPIDER-MAN*, SHE'D DROP ME LIKE A HOT POTATO!

AND THEN, *NED LEEDS*, THE YOUNG REPORTER WHO HAS ASKED BETTY BRANT TO *MARRY* HIM, ENTERS THE SCENE...

PETER, YOU'RE NOT BEING *FAIR* TO BETTY! SHE *DESERVES* AN ANSWER FROM YOU!

NED, PLEASE DON'T INTERFERE!

NOW'S MY CHANCE TO MAKE HER *ANGRY* AT ME!

BUTT OUT, CREEP! I DON'T OWE BETTY *ANYTHING*! WE HAD A FEW LAUGHS TOGETHER, THAT'S ALL! MAYBE I'VE *OUTGROWN* HER!

PETER--!

WHAT'S GOTTEN *INTO* YOU, FELLA? YOU SOUND-- DIFFERENT!

IT'S EASY FOR *HIM* TO BE CALM! *HE* DOESN'T LOVE A GIRL WHO'D *HATE* HIM IF SHE LEARNED ABOUT HIS SECRET IDENTITY!

I'VE *GOT* TO MAKE HER HATE ME! A CLEAN BREAK IS THE BEST THING FOR *ALL* OF US!

LOOK, PARKER, WHY DON'T WE TALK THIS OVER CALMLY?

HANDS OFF, LEEDS! I'VE *MORE* IMPORTANT THINGS TO DO!

BUT YOU KNOW HOW *I* FEEL ABOUT BETTY! IF *YOU'RE* NOT INTERESTED, WHY DON'T YOU JUST *SAY* SO, AND--

PETER! STOP IT!

I'M *SICK* OF PEOPLE TRYING TO TELL ME WHAT TO DO! NOW *GET LOST!*

:UNHHH!:

THUMP!

AND, ON THE OTHER SIDE OF THE DOOR, WE FIND...

WHAT IN BLAZES IS GOING *ON* OUT THERE??!

THUMP!

SORRY, MR. JAMESON! I GUESS I JUST GOT CARRIED AWAY!

PARKER! I NEVER THOUGHT OF *YOU* AS THE VIOLENT TYPE! WHAT ARE YOU *DOING* HERE, ANYWAY?

I -EH- BROUGHT YOU SOME NEWS PHOTOS!

THAT'S THAT! BETTY MUST *DESPISE* ME NOW! NEVER KNOWING HOW MUCH I REALLY *LOVE* HER-- OR HOW MUCH TOUGHER THIS IS FOR *ME!*

AFTER ALL, SHE'LL PROBABLY END UP MARRYING NED AND FORGET ABOUT ME!

BUT, I'LL CARRY A TORCH-- FOREVER!

ALL RIGHT-- LET'S *SEE* THE PHOTOS!

YOU CALL *THESE* NEWS PHOTOS?? JUST A FEW SHOTS OF SOME STRIKERS PICKETING A DEPARTMENT STORE! YOU'RE *SLIPPING*, PARKER!

I *KNOW* IT! WITH AUNT MAY IN THE HOSPITAL, I HAVEN'T BEEN ABLE TO DO *ANYTHING* RIGHT!

CAN'T *USE* 'EM! DON'T WASTE MY TIME UNLESS YOU HAVE SOMETHING *GOOD!*

YOU OLD SKINFLINT! YOU'VE *FORGOTTEN* ALL THE GREAT *EXCLUSIVES* I GAVE YOU IN THE PAST!

DON'T JUST *STAND* THERE! THIS ISN'T VISITORS' DAY! GOODBYE!

BUT, AS THE ANGUISHED YOUTH TURNS TO LEAVE...

YOUR LITTLE ROUTINE DIDN'T FOOL *ME* ONE BIT, PETER PARKER! I KNOW YOU TOO WELL NOT TO REALIZE YOU'RE JUST PUTTING ON AN *ACT* FOR MY BENEFIT!

THINK WHAT YOU *WANT* TO! IT'S YOUR PRIVILEGE!

PETER, LISTEN-- WHATEVER IS BOTHERING YOU WHY WON'T YOU *TELL* ME? PERHAPS WE CAN WORK IT OUT TOGETHER!

SURE! I CAN *SEE* HER WORKING OUT THE FACT THAT I HAPPEN TO BE *SPIDER-MAN!*

FORGET IT! *NOTHING'S* BOTHERING ME! I'M HAPPY AS A LARK!

MAYBE IT *WOULD* MAKE ME FEEL BETTER TO TELL HER THE *TRUTH* ABOUT ME! BUT, I'D BE SURE TO LOSE HER, ANYWAY-- AND THEN *SHE'D* BE BURDENED WITH MY SECRET, ALSO!

I LOVE HER TOO MUCH TO GIVE HER THAT EXTRA WORRY!

HAVE I BEEN *WRONG* ABOUT HIM?? CAN IT BE THAT HE *DOESN'T* CARE FOR ME??

BUT, EVEN HIS TORTURED THOUGHTS OF BETTY BRANT ARE DRIVEN FROM HIS MIND AS PETER REACHES THE HOSPITAL WHERE AUNT MAY IS ON THE CRITICAL LIST...

SHE'S TOO WEAK TO RECEIVE VISITORS NOW, MR. PARKER-- BUT THE *DOCTOR* LEFT WORD HE'D LIKE TO SEE YOU!

HE *WOULD?* OH, SURE-- I'LL GO AT ONCE!

HE MUST HAVE HER REPORTS BACK!

AND SO...

YES, SON-- WE *KNOW* WHAT'S WRONG WITH YOUR AUNT-- BUT IT'S STILL A VERY PUZZLING CASE!

WHY, SIR?? WHAT'S SO PUZZLING ABOUT IT?

WE CANNOT UNDERSTAND WHAT *CAUSED* THE MALADY!

IN SOME MYSTERIOUS WAY, MRS. PARKER ABSORBED A *RADIOACTIVE PARTICLE* INTO HER BLOOD! AND WE'RE UNABLE TO GET IT *OUT!*

RADIOACTIVITY IN HER BLOOD STREAM?!!

IT MUST BE *MY* FAULT! *I'M* THE ONE RESPONSIBLE!

IT MUST HAVE HAPPENED THAT TIME SHE NEEDED A BLOOD TRANSFUSION --AND I DONATED *MY* BLOOD!*

SOME OF THE VERY RADIO-ACTIVITY WHICH TRANSFORMED ME TO *SPIDER-MAN* MUST HAVE GOTTEN INTO HER BLOOD STREAM! ONLY, IN *HER* CASE, IT'S PROVING *HARMFUL!*

*A NO-PRIZE TO THE FIRST SPIDEY FAN WHO TELLS US WHAT ISH THIS OCCURRED IN!
--FORGETFUL STAN!

WE DON'T REALLY KNOW HOW TO *CONTROL* IT, SON! BUT, REST ASSURED, WE'LL DO EVERYTHING WE CAN--ALTHOUGH I CANNOT HOLD OUT MUCH HOPE!

THANKS, DOCTOR! I-I APPRECIATE YOUR *LEVELLING* WITH ME!

ALL THE WAY HOME, THE HEAVY-HEARTED TEENAGER FIGHTS TO KEEP CONTROL--BUT WHEN THE DOOR SHUTS BEHIND HIM AT LAST...

I'VE ALWAYS FELT I WAS PARTLY RESPONSIBLE FOR THE DEATH OF UNCLE BEN, BECAUSE HE WAS KILLED BY A CRIMINAL WHOM I DIDN'T CATCH!

AND NOW-- *AUNT MAY!*

THE TWO PEOPLE I'VE LOVED MOST IN THE WORLD--WHO WERE LIKE MY OWN FATHER AND MOTHER TO ME--!

YET, THEIR LOVE FOR ME-- THEIR KINDNESS TO ME-- HAS BROUGHT THEM NOTHING BUT-- *TRAGEDY!*

BUT IT *CAN'T* HAPPEN AGAIN! IT MUSTN'T! *IT MUSTN'T!*

NOT TO AUNT MAY!! SHE'S BEEN TOO GOOD--TOO KIND--! I CAN'T PAY HER BACK-- LIKE *THIS!!*

THERE *MUST* BE SOME WAY TO SAVE HER! THERE *MUST* BE! AND, I'LL *FIND* IT! SOMEWHERE SOMEHOW-- *I'LL FIND IT!*

NO MATTER *WHAT* THE COST-- I'LL *SAVE* HER!

THERE'S *ONE MAN* WHO MIGHT HELP! *DR. CONNORS!* HE'S A SPECIALIST IN THIS FIELD!

IF ONLY I CAN *REACH* HIM! THE LAST I REMEMBER, HE WAS STILL IN *FLORIDA!**

*HE WAS *ALSO* KNOWN AS--THE *LIZARD!* IN *SPIDER-MAN* #6, RIGHT? --STAN.

PHONE CALL FOLLOWS PHONE CALL IN A FRANTIC, FRENZIED SERIES, UNTIL...

WHAT'S THAT? HE *MOVED!* BUT, YOU HAVE A FORWARDING ADDRESS--!

WHAT *IS* IT? EVERY MINUTE *COUNTS!*

IN *NEW YORK!!* WHERE--??!

LATER, AT THE HOSPITAL LAB...

THERE IS WHAT I'M AFTER! CONNORS CAN'T HELP ME WITHOUT IT!

GOT IT! THE TEST TUBE CONTAINING AUNT MAY'S BLOOD SAMPLE!

NOW TO RUSH IT TO DOCTOR CONNORS AS FAST AS POSSIBLE!

AND, AFTER A DAZZLING, SPIDER-SWIFT JOURNEY OVER THE CITY'S ROOFTOPS...

DR. CONNORS! I NEED YOUR HELP! DO YOU REMEMBER ME?

SPIDER-MAN! HOW COULD I EVER FORGET YOU? WITHOUT YOUR AID, I'D STILL BE A CREATURE OF THE SWAMPS --FEARED AND HUNTED BY MY FELLOW MEN!

ASK ME ANYTHING! IF IT'S WITHIN MY POWER, I'LL DO IT FOR YOU!

A--FRIEND OF MINE-- HAS BEEN STRICKEN WITH RADIOACTIVITY OF THE BLOOD!

DO YOU REMEMBER THE RESEARCH WHICH GAVE YOU LIZARD CHARACTERISTICS? COULD YOU USE THAT KNOWLEDGE TO HELP MY FRIEND!

I CANNOT PROMISE YOU SUCCESS! THERE IS STILL SO MUCH SCIENCE DOESN'T KNOW!

BUT-- YOU'LL TRY!??

OF COURSE I WILL!

I'VE READ OF A NEW SERUM, CREATED ON THE WEST COAST-- CALLED 150-36! IF IT IS AS POTENT AS CLAIMED, IT MIGHT HELP US GREATLY!

THEN ORDER IT! YOU MUST LEAVE NO STONE UNTURNED!

DON'T WORRY ABOUT THE COST! I'LL RETURN WITH ENOUGH EXPENSE MONEY!

VERY WELL! I'LL PHONE THE COAST AND TRY TO OBTAIN SOME IMMEDIATELY! I WON'T FAIL YOU, SPIDER-MAN!

MINUTES LATER...

THIS IS EVERYTHING I OWN THAT MIGHT BE OF VALUE! ALL THE SCIENTIFIC EQUIPMENT I'VE WORKED SO HARD TO BUY...!

BUT, IF IT'LL HELP SAVE AUNT MAY-- IT'S *WORTH* IT!

YOU MEAN YOU WANT TO PAWN *ALL* THESE THINGS? YOUR MICROSCOPE-- LAB ANALYSIS MATERIAL--?

EVERYTHING! I NEED ALL THE MONEY I CAN GET!

HE DOESN'T *LOOK* LIKE THE TYPE WHO'D GET INTO HEAVY DEBT... BUT YOU NEVER CAN TELL!

THIS, PLUS THE MONEY I TOOK FROM THE BANK, OUGHT TO BE ENOUGH FOR CONNORS!

AND SO...

I'VE GOT THE *MONEY!* WERE YOU ABLE TO ORDER THE ISO-36?

YES! IT'S BEING FLOWN OUT HERE ON A SPECIAL SHIPMENT! ALL THEY HAD IN STOCK!

NOW LET ME HELP YOU WITH THE *LABORATORY* PART OF YOUR WORK! I KNOW THERE'S A LOT OF *PREPARATION* NEEDED, FOR WHEN THE SERUM ARRIVES!

YOU HANDLE THAT APPARATUS LIKE A *PRO!* I SUSPECT YOU'RE NOT A *FULL-TIME* SPIDER-MAN!

WELL, I'VE HAD SOME LITTLE TRAINING IN SCIENCE! BUT IT'S GOING TO TAKE *YOUR* SKILL TO SAVE MY-- -EH- --MY FRIEND!

WITH LUCK, WHEN THE SERUM ARRIVES, WE MIGHT BE ABLE TO NEUTRALIZE OR ELIMINATE THE BLOOD DETERIORATION!

WHAT IF IT *DOESN'T* WORK? DO YOU KNOW OF ANY *OTHER* ALTERNATIVES? OR, IS THIS OUR ONLY HOPE?

LET'S NOT THINK OF THAT NOW! WE'VE GOT TO SEE THAT IT *DOES* WORK!

I HOPE THE SERUM REACHES US SOON!

MEANWHILE, AT THE HIDDEN HEADQUARTERS OF *DR. OCTOPUS*, ALIAS THE *MASTER PLANNER*...

GOOD NEWS! WE JUST LEARNED OF A SHIPMENT OF *ISO-36* ARRIVING FROM THE WEST COAST!

IT'S JUST THE THING I NEED TO CARRY OUT MY RESEARCH! WHAT A STROKE OF *LUCK!*

USE EVERY AVAILABLE MAN! DON'T LET *ANYTHING* STOP YOU! I *MUST* HAVE THAT SERUM!

EVERYTHING IS ARRANGED! WE WILL NOT FAIL!

I HEARD OF *ISO-36* SOME MONTHS AGO, WHEN IT WAS MERELY IN THE DEVELOPMENT STAGE! IT COULD BE THE ONE VITAL KEY TO MY EXPERIMENTS!

AND *FATE* IS PLACING IT WITHIN MY GRASP!

LATER THAT DAY, AFTER THE LANDING OF A CROSS-COUNTRY JET...

DR. CONNORS MUST WANT THIS SERUM PRETTY BAD TO PAY SUCH A HIGH PREMIUM PRICE FOR ITS DELIVERY!

THOK!

WE'LL TAKE THAT!

GOOD WORK! I *GOT* IT!

NOW, LET'S GET *OUT* OF HERE-- WHILE WE *CAN!*

NO! *NO!* COME *BACK!* YOU MUSTN'T--!

SECONDS LATER, AT THE LABORATORY OF DOCTOR CONNORS...

WHAT'S THAT?!! THE SERUM--STOLEN AT THE AIRPORT!!

YOU SAY THE DESCRIPTION FITS THE *MASTER PLANNER'S* GANG...!

HE GOT THE *SERUM?!?!*

DON'T STOP YOUR PRELIMINARY EXPERIMENTING! I'LL BE *BACK*-- WITH THE SERUM!

THIS TIME THE MASTER PLANNER HAS GONE *TOO FAR!* WHEREVER HE IS-- WHOEVER HE IS-- I'LL *GET* HIM!

MY MONEY'S ON YOU, MISTER! GOOD LUCK!

EACH OF MY LAST TWO BATTLES WITH THE PLANNER'S GANG WERE IN THE VICINITY OF THE *WATERFRONT!*

SO HIS HIDEOUT MUST BE SOMEWHERE IN THAT AREA!

BUT, I CAN'T SPARE THE TIME TO SEARCH THAT WHOLE NEIGHBORHOOD-- IT COULD TAKE *DAYS!*

I'VE GOT TO FIND A *QUICKER* WAY--AND I JUST THOUGHT OF ONE--!

OHHHH--!

I DIDN'T MEAN TO FRIGHTEN BETTY, BUT I CAN'T STOP NOW!

DON'T BE ALARMED! I'M LOOKING FOR *FREDERICK FOSWELL!*

HE--HE JUST *LEFT*-- ONLY A FEW MINUTES AGO! BUT--!

THEN, IF I RACE BACK TO THE STREET, I MIGHT *SPOT* HIM! MANY THANKS, MISS BRANT!

WHEN I SEE HER THAT WAY--SO FRAGILE--SO HELPLESS--HOW I LONG TO TAKE HER IN MY ARMS--!

BUT, THIS IS NO TIME TO THINK OF BETTY!

THERE'S THE ONE I'M AFTER--!

LET YOURSELF GO LIMP-- DON'T TENSE UP! YOU'RE IN NO DANGER! I WON'T HARM YOU!

SPIDER-MAN! IN BROAD *DAYLIGHT!*

EVEN THOUGH I FOUGHT YOU YEARS AGO WHEN YOU WERE A GANG BOSS, YOU'VE NOTHING TO FEAR FROM ME *NOW*, SINCE YOU'VE GONE LEGIT AS A REPORTER FOR THE *BUGLE!*

BUT I'M AFTER THE *MASTER PLANNER*, AND YOU PROBABLY STILL HAVE SOME UNDERWORLD CONTACTS THAT MIGHT KNOW WHERE TO *FIND* HIM! HELP ME, AND I'LL GIVE YOU A *SCOOP* WHEN I'VE NABBED HIM!

REMEMBER, I CAN BE A GOOD FRIEND--OR A *BAD ENEMY!* THE CHOICE IS YOURS! I'LL CONTACT YOU LATER!

BUT THIS IS ONLY THE *BEGINNING!* I'M NOT GONNA TWIDDLE MY THUMBS WAITING FOR *FOSWELL* TO LEARN SOMETHING!

AND, IN THE HOURS THAT FOLLOW, THE AMAZING CRIMEBUSTER INVADES EVERY UNDERWORLD HAUNT HE CAN FIND...

I WANT INFO ON THE MASTER PLANNER--AND I WANT IT *NOW!*

CRASH

IT'S *SPIDER-MAN!* GET 'IM!

I HAVEN'T TIME TO WASTE ON YOU, HEAR? *TALK*, AND TALK *FAST!*

BOK!

LOOK OUT! HE'S FIGHTIN' MAD!

WAF

YOU *BET* I AM--AND I'LL FIND OUT WHAT I WANT TO KNOW IF I HAVE TO TEAR THIS PLACE *APART!*

BUT, AS THE HOURS WEAR ON, THE ANSWER IS ALWAYS THE SAME...

HONEST! WE DON'T *KNOW* WHERE HE IS! ONLY HIS OWN GANG KNOWS HIS HIDEOUT!

HE'S TELLING THE TRUTH! HE'S TOO *SCARED* TO LIE!

BUT I DON'T DARE GIVE UP! I *MUST* GET THAT SERUM!

MEANWHILE, AT THE HOSPITAL...

I WAS AFRAID OF THIS! SHE'S GETTING WEAKER-- SLIPPING INTO A COMA...

AND THERE IS NOTHING MORE THAT WE CAN DO FOR HER!

SHE IS PUTTING UP A VALIANT FIGHT-- SHE HAS A TREMENDOUS WILL TO LIVE!

BUT NOW, HER FATE IS IN THE HANDS OF A POWER FAR GREATER THAN OURS!

AND, IN ANOTHER PART OF THE CITY, *SPIDER-MAN* CARRIES ON THE FIGHT AS ONLY HE CAN--!

A *HOT CAR* RING! MAYBE *THEY* KNOW SOMETHING ABOUT THE MASTER PLANNER!

IT'S *SPIDER-MAN!* LET'S GET *OUTTA* HERE!

I *HEARD* THAT HE'S BEEN TEARIN' UP THE CITY LATELY! BUT-- *WHY??*

HOLD IT! NOBODY LEAVES UNTIL I *SAY SO!!* THAT MEANS *NOBODY!*

CRASH!

H-HE RIPPED OUT THE WHOLE BLAMED *STAIRCASE!!*

GET BACK *DOWN* THERE! I'VE GOT SOME QUESTIONS --AND YOU BETTER HAVE THE *ANSWERS!*

SKRAK!

AND *DROP THOSE GUNS* BEFORE I *REALLY* GET MAD!! I'M THRU TREATING YOU PUNKS WITH KID GLOVES!

M-MAYBE WE BETTER DO LIKE HE *SAYS?!!*

I HEAR YA TALKIN', CHARLIE!

BUT, AFTER LONG MINUTES OF RELENTLESS QUESTIONING...

IT'S NO USE! THESE DIME-A-DOZEN CROOKS DON'T KNOW ANY MORE ABOUT THE MASTER PLANNER THAN I DO!

WHILE, IN HIS LAB, DR. CONNORS DOES SOME SOUL SEARCHING OF HIS OWN...

EVEN IF SPIDER-MAN *DOES* BRING ME THE SERUM, WE *STILL* CAN'T BE SURE IT WILL BE SUCCESSFUL!

THERE'S NO WAY OF KNOWING WHETHER IT WILL ASSIMILATE WITH MY *OWN* POTION UNTIL WE *TRY* IT!

AND SO, THE SECONDS FATEFULLY TICK BY, UNTIL...

BLAST IT! ANOTHER BLIND ALLEY! THIS PLACE IS *DESERTED!*

I'M RAPIDLY RUNNING *OUT* OF PLACES TO SEARCH!

NO! WAIT! MY *SPIDER SENSE* IS REACTING TO SOMETHING--!

SOMETHING *UNDER THE FLOOR* HAS CAUSED THE REACTION! IT MIGHT BE A *TRAP DOOR!*

IT *IS!* I CAN *SENSE* THE RELEASE MECHANISM!

VOICES! THERE'S SOMEBODY BELOW ME!

WHAT HAVE I STUMBLED ONTO *THIS* TIME?

AND THEN, THE ELATED WEB-SPINNER SEES--

THE MASTER PLANNER'S MEN!! I'VE *FOUND* THEM!

IT'S *SPIDER-MAN!!*

LOOK! UP *ABOVE!!*

YOU'RE THE ONES WHO STOLE THE ISO-36! WHERE IS IT? WHERE IS THE SERUM??

THE MAN HAS GONE MAD!

WHAT DO YOU WANT THE SERUM FOR?

WHAT'S THE DIFFERENCE? HE'LL NEVER GET OUT OF HERE ALIVE, ANYWAY!!

YOU BRAINLESS FOOLS!! DO YOU THINK ANY NUMBER OF YOU CAN STOP ME NOW??

UHHHH--!

I'LL GET THAT SERUM IF I HAVE TO TAKE THIS WHOLE PLACE APART--AND YOU WITH IT!!

RUSH HIM TOGETHER! WE'VE GOT TO STOP HIM!

BUT, DESPITE THE OVERWHELMING ODDS AGAINST HIM, SPIDER-MAN'S INCREDIBLE AGILITY SERVES HIM IN GOOD STEAD, TIME AND AGAIN...

WHERE'D HE GO??

HE WAS HERE A SECOND AGO!

ONE THING ABOUT THE PLANNER'S MEN-- THEY DON'T GIVE UP EASY!

BUT, NO MATTER HOW MANY THEY ARE-- HOW HARD THEY FIGHT-- I'M MORE THAN A MATCH FOR ALL OF THEM!

WE NEED HELP! HE'S TOO STRONG-- TOO FAST--! WHAT'LL WE DO?!!

REINFORCEMENTS! ONE OF THEM JUST CAME OUT OF THAT HIDDEN DOOR!

VER-RY INTERESTING--!

THAT MIGHT BE WHERE THEY'VE STASHED AWAY THE SERUM!

I'VE GOT TO GET INSIDE BEFORE THE DOOR CLOSES AGAIN!

SLAM!

JUST MADE IT!

BUT, JUST OUTSIDE THE DOOR---

SPIDER-MAN IS ON HIS WAY THRU THE SECRET TUNNEL-- SEARCHING FOR OUR STOLEN SERUM!

GOOD! I COULDN'T HAVE PLANNED IT BETTER IF I TRIED!

A STROKE OF BLIND LUCK HAS GIVEN ME THE CHANCE TO DISPOSE OF SPIDER-MAN FOREVER!

AND, THE VIAL OF ISO-36 WILL SERVE AS BAIT IN THE LITTLE TRAP I SHALL SET FOR HIM!

SILENTLY, STEALTHILY, SPIDEY GETS CLOSER AND CLOSER TO THE HIDDEN UNDERSEA EDIFICE, UNTIL...

THE END OF THE TUNNEL! WHAT WILL I FIND IN THAT BUILDING BEYOND??

THE MASTER PLANNER MUST HAVE BEEN WARNED OF MY COMING--!

BUT, MY SPIDER-SENSE DETECTS NO ONE NEARBY!

ANYWAY-- I CAN'T STOP NOW!

A *SPOTLIGHT*-- SHINING ON THAT *VIAL!*

IT MUST BE THE STOLEN ISO-36 -- BUT IT LOOKS TOO TEMPTING -- TOO EASY! IT *MUST* BE A TRAP!

THEN SUDDENLY, UNEXPECTEDLY, A SHARP, HIGH-VOLTAGE *ELECTRIC SHOCK* HITS THE SPIDER-POWERED CRUSADER WITH STAGGERING FORCE--!

=*UNHHH!*= EVERYTHING'S SPINNING! CAN'T HOLD ON! FALLING--!!

BUT, BEFORE THE DAZED, STRICKEN YOUTH CAN REACH THE GROUND, A HIDDEN DOOR SLIDES OPEN AS FOUR SUPER-POWERFUL LIVING TENTACLES LASH OUT--!

SO, SPIDER-MAN-- WE MEET AGAIN! BUT, *THIS* TIME, ALAS, IT SHALL BE OUR *FINAL* ENCOUNTER! NEVER AGAIN WILL YOU INTERFERE WITH THE PLANS OF THOSE WHO ARE YOUR *SUPERIOR!!*

DOCTOR OCTOPUS!! THEN-- IT'S *YOU* WHO ARE THE *MASTER PLANNER!!*

ONE OF MY *STRONGEST* FOES--AND YET, I *MUST* DEFEAT HIM-- FOR THE SAKE OF *AUNT MAY!*

STILL GOVERNED BY A FIT OF FIGHTING, RAGING *FURY*, SPIDER-MAN USES HIS UNCANNY ADHESIVE POWER TO GRIP THE FLOOR AS HE DOES A SUDDEN *FLIP-OVER*--

I'VE BEATEN YOU IN THE *PAST*, AND I'LL DO IT *AGAIN*--NO MATTER *WHAT* YOU NOW CALL YOURSELF!!

YOU ARROGANT FOOL! YOU'RE FIGHTING ON *MY* TERMS NOW! YOU HAVEN'T A *CHANCE* HERE, AGAINST *ME*!

WE'LL *SEE* ABOUT THAT!

I *KNEW* HE'D HAVE TO RELEASE HIS GRIP ON ME IN ORDER TO USE HIS ARMS TO *SAVE* HIMSELF!

I SHOULD HAVE *SUSPECTED* THAT HE'D BE THE MASTER PLANNER--SINCE ALL HIS CRIMES DEALT WITH THE THEFT OF ATOMIC AND RADIOACTIVE MATERIAL!

SO YOU'RE LASHING OUT AT ME WITH YOUR *ARMS* AGAIN! *GOOD!* IT'S JUST WHAT I EXPECTED YOU TO DO!

YOU'RE BLUFFING! THERE'S NO WAY YOU CAN COPE WITH MY FLEXIBLE, CLUTCHING ARMS--

=*UNHHHH!*=

KEEP TALKING, BIG MAN--AND I'LL JUST PRACTICE A LITTLE *KNOT-TYING* WHILE YOU DO!

HE'S *TOO STRONG!* HE'LL FREE HIMSELF IN SECONDS! BUT, AT LEAST I GAINED SOME BREATHING TIME!

AND I'VE MADE HIM LOSE THE ADVANTAGE OF *SURPRISE!*

THEN, AFTER DOC OCK HAS FREED HIMSELF, AS SPIDEY PREDICTED...

I NEVER *SAW* HIM FIGHT LIKE THAT! HE'S LIKE A *TIGER!!*

I'VE GOT TO KEEP HIM USING HIS ARMS--TO PROTECT HIMSELF!

IF YOU EXPECT TO WRAP THOSE TIN TENTACLES OF YOURS AROUND ME AGAIN, *FORGET IT!*

I'M CALLING THE TUNE FROM HERE ON IN!

HE MUST BE BEATEN QUICKLY--DECISIVELY--SO I CAN GET THE SERUM TO CONNORS IN TIME!

THOK!

THERE'S NO WAY TO FIGHT HIM--NO WAY TO *STOP* HIM! HE'S LIKE A RAGING HUMAN DREAD-NAUGHT!! I'VE GOT TO *ESCAPE!*

YOU'RE NOT GETTING AWAY--THAT SERUM WILL BE *MINE*--AND YOU'RE MY SAFE PASSAGE *OUT* OF HERE!

KRAK!

YOU TOPPLED THE MAIN SUPPORT BEAM! THE CAST IRON UPPER LEVEL UNITS ARE *COLLAPSING!*

HE'S *RIGHT!*

EVERYTHING'S FALLING ON TOP OF US!! WE'LL BE KILLED!!

RRROOOM!

NO!! NOT NOW! I'VE GOT TO SURVIVE!! GOT TO BRING THAT SERUM TO CONNORS!!

SECONDS LATER, AFTER THE REVERBERATIONS HAVE CEASED IN THE VAST, RUBBLE-FILLED CHAMBER...

CAN'T SEE DOC OCK! DON'T KNOW WHAT HAPPENED TO HIM! EVERY-THING IS SO QUIET-- SO STILL!

I'VE GOT TO GET OUT NOW! NO BONES SEEM TO BE BROKEN--!

BUT THEN, THE WEARY YOUTH HEARS AN OMINOUS RUMBLE ABOVE HIM... AND, AS HE TURNS HIS HEAD, HE SEES...

THE LARGEST IRON UNIT OF ALL-- BEGINNING TO SLIDE DOWN TOWARDS ME!! IT MUST OUTWEIGH A LOCOMOTIVE!! I'LL BE CRUSHED!!

I CAN'T *STOP* IT--BUT, MAYBE I CAN SLOW IT DOWN WITH MY WEBBING!!

IT'S NO *USE!* IT'S LIKE TRYING TO STOP A *BATTLESHIP* WITH A SLINGSHOT!!

I-I CAN'T GET OUT OF THE WAY IN TIME--!

BUT, BY TWISTING AND TURNING CAREFULLY, I MIGHT PLACE MYSELF UNDER THAT SMALL HOLLOWED-OUT AREA!!

I DID IT! I SAVED MYSELF FROM BEING *CRUSHED*--BUT, EVEN *MY* GREAT STRENGTH CAN'T LIFT THIS THING *OFF* ME!

I SEE THE VIAL OF *SERUM*--JUST AHEAD OF ME! BUT IT MIGHT AS WELL BE ON ANOTHER PLANET!

I CAN'T *REACH* IT FROM HERE--AND, EVEN IF I *COULD*, WHAT *GOOD* WOULD IT DO?

I CAN'T BEAR THE THOUGHT OF FAILING AUNT MAY--THE WAY I ONCE FAILED UNCLE BEN--!

WAIT! WHAT'S *THAT*--??

DROPS OF *WATER*--FALLING FROM THE *CEILING!*

IT'S A SLOW LEAK, BUT IT'S GETTING *FASTER!* EACH DROP SEEMS TO BE GETTING *BIGGER!!* IF IT DOESN'T *STOP*--!!!

...THE WHOLE *RIVER* WILL COME SURGING THRU!

I CAN'T JUST STAY HERE AND WAIT FOR THE *END*.! I'VE GOT TO *TRY* TO GET FREE.!

IF I COULD ONLY LIFT THIS WEIGHT OFF ME-- BUT I CAN'T *BUDGE* IT--.!

NOT AN *INCH*!

IT'S NO USE.!

I'M TOO EXHAUSTED.! BEEN ON THE GO FOR *DAYS*.! PERHAPS, IF I *REST* FOR A WHILE--.!

AND, WHILE THE COSTUMED TEEN-AGER FUMES AT HIS SEEMINGLY HOPELESS PREDICAMENT, MAY PARKER SLOWLY SINKS DEEPER AND DEEPER INTO HER COMA, ONE FAINT WORD SOFTLY CROSSING HER LIPS...

PETER...

WHILE, DIRECTLY ACROSS TOWN, ANOTHER MAN SILENTLY WAITS-- AND WONDERS--

IF HE DOESN'T RETURN SOON, IT WILL BE TOO LATE.! THE ISO-36 WILL LOSE ITS POTENCY!

AS, MANY FATHOMS BENEATH THE SURFACE OF THE SEA...

SPIDER-MAN HASN'T A *CHANCE* OF BEATING THE *MASTER PLANNER*.!

AND, EVEN IF HE *DID*, HE'LL STILL HAVE TO GET PAST *US* IN ORDER TO ESCAPE!

BUT, BEHIND THE BOLTED DOOR, UNSUSPECTED BY THE MASKED CRIMINALS, SPIDER-MAN FUMES IN HELPLESS RAGE AS THE DROPS OF WATER FALL EVER FASTER-- EVER LARGER-- FASTER-- LARGER-- FASTER-- LARGER--!!!

I'VE *FAILED*.!! JUST NOW-- WHEN IT COUNTED THE MOST-- I'VE *FAILED*.!!

WHEREVER YOU GO-- WHATEVER YOU DO-- WHATEVER BEFALLS-- *THIS* WE SAY TO YOU-- YOU MUST NOT MISS THE NEXT ISSUE OF *SPIDER-MAN*.!! AND NOW, TILL THAT GLORIOUS MOMENT WHEN YOU HOLD NEXT MONTH'S COPY IN YOUR EAGER HANDS, WE WISH YOU, ONE AND ALL-- *HAPPY WEB-SLINGING*.!

THE END

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

33 FEB

IND.

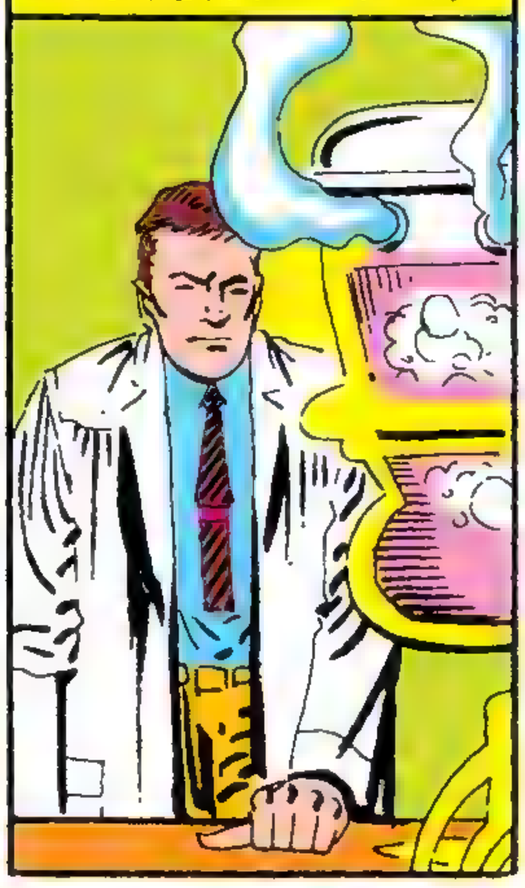
"The FINAL CHAPTER!"

THE AMAZING SPIDER-MAN!

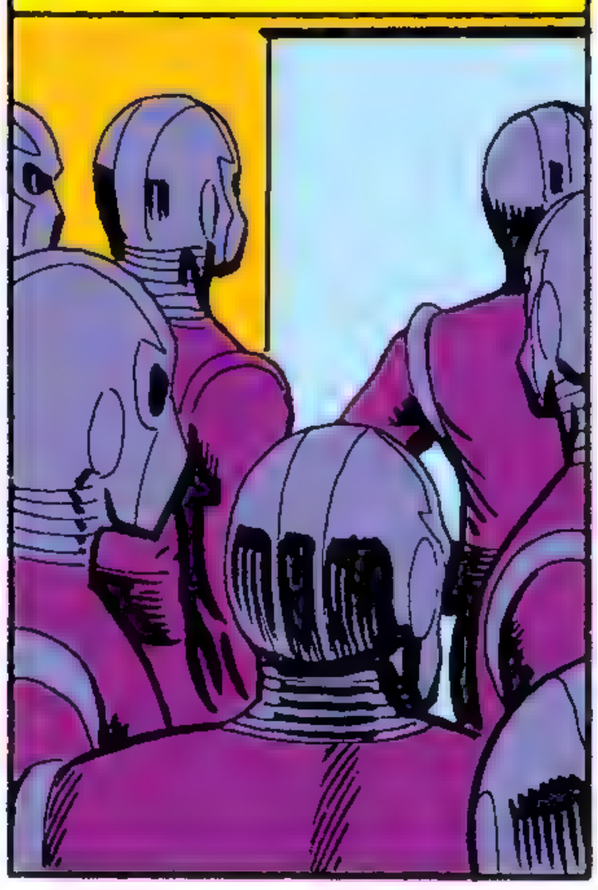
"THE FINAL CHAPTER!"

AS PETER PARKER'S *AUNT MAY* LIES DYING IN THE HOSPITAL, VICTIM OF THE EFFECTS OF RADIOACTIVITY IN HER BLOOD STREAM...

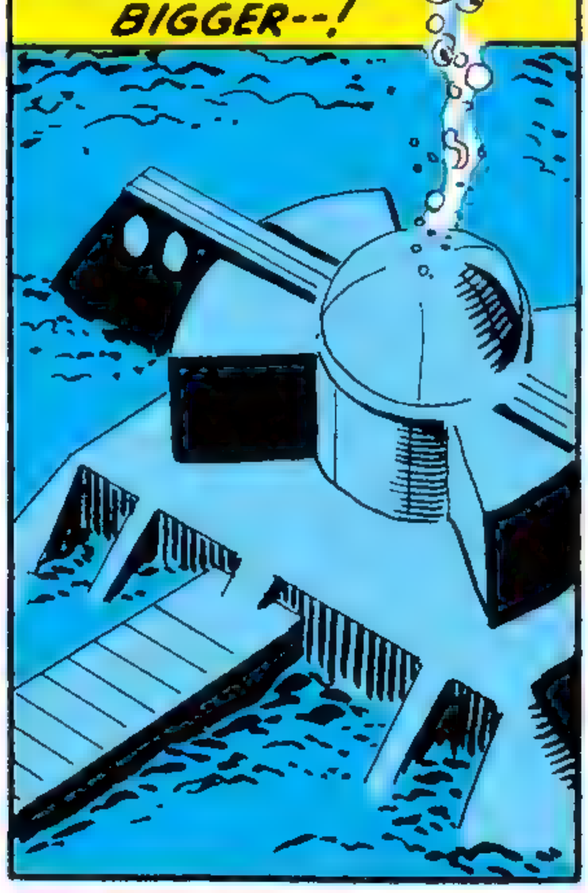
...A SYMPATHETIC *DR. CONNORS* WAITS FOR *SPIDER-MAN* TO BRING THE *ISO-36* TO HIM... FOR IT IS THE ONLY SERUM WHICH MIGHT SAVE PETER'S AUNT!



BUT, THE STOLEN SERUM IS IN THE POSSESSION OF *DR. OCTOPUS,* WHOSE MASKED HENCHMEN WAIT OUTSIDE A STEEL DOOR, AS SPIDEY AND DOC OCK BATTLE WITHIN...!



AND, NONE SUSPECT THAT A SUDDEN *LEAK* IN THE UNDER-WATER DOME OF THE HIDDEN HIDEOUT IS GROWING BIGGER--AND *BIGGER--!*



--WHILE *SPIDER-MAN* HIMSELF, HAVING BEATEN HIS MULTI-ARMED FOE, IS NOW TRAPPED BENEATH TONS OF FALLEN STEEL--WITH THE PRECIOUS SERUM LYING JUST OUT OF REACH, AS THE FATAL SECONDS TICK BY...

I'VE *FAILED!* JUST NOW--WHEN IT COUNTED THE MOST--I'VE *FAILED!*

BUT, I *CAN'T* GIVE UP! I *MUST* KEEP TRYING! I *MUST!!*

POSSIBLY ONE OF THE MOST *THOROUGHLY SATISFYING* SPIDER-MAN SAGAS YOU HAVE EVER THRILLED TO!

SCRIPT AND EDITING:
STAN LEE

PLOT AND ILLUSTRATION:
STEVE DITKO

BORDERING AND LETTERING:
ARTIE SIMEK

READING AND ENJOYING:
THAT OL' WEB-SPINNER--
YOU!

I'VE GOT TO TRY TO *FREE* MYSELF -- NO MATTER HOW *IMPOSSIBLE* IT SEEMS!

AND *LIFTING* IS THE ONLY WAY! THE -- *ONLY* -- WAY --!

-; UHHHHH= I *CAN'T!* -- SO EXHAUSTED -- AFTER ALL THAT FIGHTING -- I- I FEEL SO WEAK --!

BUT THEN, THE AMAZING TEENAGER GLIMPSES THE LIFE-SAVING SERUM -- SO NEAR, AND YET SO FAR -- SO HOPELESSLY FAR AWAY!

IT'S LYING THERE -- JUST BEYOND REACH -- AS THOUGH MOCKING ME -- TAUNTING ME --

IT'S THE ONE THING -- THE *ONLY* THING -- THAT MAY SAVE AUNT MAY! AND I CAN'T BRING IT TO HER --!

IF SHE -- DOESN'T MAKE IT -- IT'LL BE MY FAULT! JUST THE WAY I'LL ALWAYS BLAME MYSELF FOR WHAT HAPPENED TO UNCLE BEN*...!

*FROM THE MOMENTOUS TALE OF SPIDEY'S ORIGIN -- REMEMBER? -- STAN.

THE TWO PEOPLE IN ALL THE WORLD WHO'VE BEEN KINDEST TO ME! I CAN'T FAIL AGAIN! IT CAN'T HAPPEN A SECOND TIME! I WON'T *LET* IT -- I *WON'T!*

NO MATTER WHAT THE ODDS -- NO MATTER WHAT THE COST -- I'LL GET THAT SERUM TO AUNT MAY! AND MAYBE *THEN* I'LL NO LONGER BE HAUNTED BY THE MEMORY -- OF UNCLE BEN!

WITHIN MY BODY IS THE STRENGTH OF MANY MEN....!

AND NOW, I'VE GOT TO CALL ON *ALL* THAT STRENGTH-- ALL THE POWER--THAT I POSSESS!

I MUST PROVE *EQUAL* TO THE TASK-- I MUST BE *WORTHY* OF THAT STRENGTH--

--OR ELSE, I DON'T *DESERVE* IT.!

THE WEIGHT-- IS UNBEARABLE! EVERY MUSCLE-- ACHES--!

MY HEAD-- IT'S SPINNING-- EVERYTHING'S BEGINNING TO --WHIRL AROUND--!

THE STRAIN! IT-- IT'S UNBEARABLE --!

THE CRACK IN THE CEILING-- IT'S GROWING *WIDER*--GETTING BIGGER EVERY SECOND! I'LL NEVER MAKE IT--I CAN'T--!

NO! I DARE NOT GIVE UP NOW! IF I CLOSE MY EYES--I'LL GO UNDER! MUST STAY AWAKE--MUST CLEAR MY HEAD! KEEP TRYING --TRYING--!

I'LL *DO* IT, AUNT MAY! I WON'T FAIL YOU! NO MATTER WHAT--I WON'T FAIL--!

ANYONE CAN WIN A FIGHT-- WHEN THE ODDS-- ARE EASY! IT'S WHEN THE GOING'S TOUGH--WHEN THERE SEEMS TO BE NO CHANCE--*THAT'S* WHEN--IT COUNTS!

EVERYTHING GOING BLACK-- MY HEAD--ACHING! HOLD ON--I MUST *HOLD ON*--!

IT'S *MOVING!* CAN'T STOP NOW! LAST CHANCE! MUST KEEP THE MOMENTUM --*MORE!* JUST A LITTLE *MORE*--!

AND THEN--AS THE AGONIZING ACHE IN HIS LIMBS SEEMS UNENDURABLE--AS HIS SUPERBLY MUSCLED BODY SUFFERS THE TORMENT OF A VIRTUALLY INDESCRIBABLE ORDEAL--FROM OUT OF THE PAIN--FROM OUT OF THE AGONY--COMES *TRIUMPH!*

I *DID* IT! I'M *FREE!*

MY LEG-- IT'S HURT! BUT I'M STILL LUCKY-- NO BONES SEEM TO BE BROKEN!

CAN'T WASTE A MINUTE-- MUST GET THAT SERUM--!

I'VE GOT TO HURRY! THE CRACK IN THE CEILING-- IT'S GETTING WIDER--! THE WATER IS POURING IN *FASTER!*

IF ONLY MY *LEG* WASN'T INJURED! CAN'T MOVE TOO QUICKLY! BUT-- THERE ISN'T *TIME*--!

THE ROOF IS COLLAPSING UNDER THE INCREASING *WATER PRESSURE!* THE WHOLE PLACE WILL BE *FLOODED* WITHIN SECONDS!

BUT, I CAN'T FAIL *NOW*--NOT AFTER EVERYTHING THAT'S HAPPENED --!

THE ONLY WAY OUT IS THRU THIS *TUNNEL!* IF IT'LL JUST HOLD UP A FEW SECONDS LONGER--!

WHOOSH

MY TIME'S *RUN OUT!* IT'S COLLAPSING *NOW!*

IT'S CASCADING RIGHT *TOWARDS* ME! BUT I WON'T LET GO OF THE SERUM! PERHAPS I CAN *STILL* ESCAPE-- BY SOME MIRACLE!

I'LL GO LIMP--LET IT SWEEP ME ALONG--THRU THE TUNNEL! THESE FEW SECONDS WILL GIVE ME A CHANCE--TO REGAIN SOME OF MY STRENGTH....!

WITH SURGING, THUNDEROUS POWER, THE ONRUSHING DELUGE SWEEPS SPIDER-MAN ALONG THRU THE TUNNEL, AS IT HURTLES ON ITS COURSE WITH A FORCE AND IMPACT SUCH AS ONLY NATURE HERSELF, IN ALL HER FURY, CAN UNLEASH...

AND, ONLY SPIDEY'S AMAZING AGILITY AND SENSE OF BALANCE CAN KEEP HIM FROM BEING HELPLESSLY BATTERED AS THE TORRENT SURGES FROM SIDE TO SIDE....!

THE TUNNEL IS ALMOST COMPLETELY *INUNDATED!* I CAN HOLD MY BREATH FAR LONGER THAN A NORMAL MAN-- BUT NOT *FOREVER!*

I'VE GOT TO FIND A WAY OUT--BEFORE I *DROWN!*

THAT *DOOR*-- AT THE END OF THE TUNNEL! IT'S MY ONLY CHANCE!

THE RELENTLESS HAMMERING OF TONS OF WATER SHOULD BREAK IT DOWN BY THE TIME I REACH IT!

MUSTN'T GET *CARELESS* NOW! HAVE TO KEEP SWERVING--DODGING--AVOIDING THE WRECKAGE WHICH COULD TANGLE ME UP!

AND THEN, SECONDS LATER...

I'M *THRU!* THERE'S *AIR* TO BREATHE! *AIR!*

BUT, SUDDENLY...

SOMETHING'S *GRABBING* ME-- FROM BELOW! PULLING ME BACK *DOWN!*

MORE OF *DOC OCK'S* MEN--IN DIVING GEAR! THEY MUST HAVE BEEN INVESTIGATING THE CRASH!

WELL, THEY WON'T STOP ME *NOW!*

NO MATTER *HOW* TIRED I AM, I CAN *STILL* OUT-FIGHT *THEM!*

ONCE THEIR *AIR HOSES* ARE RIPPED OFF, THEY'LL HAVE TO HEAD FOR THE SURFACE!

THERE! THAT TAKES CARE OF THAT! THEY CAN'T HOLD THEIR BREATH AS LONG AS *I!*

BUT, WHEN THE HARD-PRESSED YOUTH FINALLY CLIMBS TO SAFETY, HE REALIZES THAT HIS ORDEAL IS STILL FAR FROM OVER--!

MORE OF THEM-- WAITING FOR ME!

WE *KNEW* YOU'D SHOW UP HERE, SPIDER-MAN! IT'S THE ONLY WAY *OUT* OF THIS PLACE!

BUT, THE ONLY WAY TO REACH THE EXIT IS TO FIGHT YOUR WAY THRU *US!*

I'VE GOT A **JOB** TO DO-- AND NOBODY-- NOTHING-- NO POWER ON EARTH IS GOING TO **STOP** ME-- WHILE I STILL **LIVE!**

C'MON, STOP WASTING TIME! WE'VE GOT HIM **OUTNUMBERED!** LET'S **RUSH** 'IM!

THAT SUITS **US,** MISTER! REMEMBER, **NOBODY** LIVES FOREVER!

YOU'VE GOT IT **WRONG,** FELLA! IF THERE'S ANY **RUSHING** TO DO AROUND HERE, **I'LL** DO IT!

IF ONLY MY **LEG** DIDN'T THROB SO-- IF I WEREN'T SO **EXHAUSTED!** BUT, I CAN'T THINK OF THAT **NOW!**

THE GREAT **SPIDER-MAN!** HAH! YOU'RE NOT AS TOUGH AS YOU'RE CRACKED UP TO BE!

KEEP SWINGIN'! WE'RE STOPPING HIM! HE CAN'T GET PAST US!

IT'S ALMOST **TOO** EASY! HE MAY BE **FAKING!**

NOT A **CHANCE!** NOBODY WANTS TO BE A HUMAN PUNCHIN' BAG-- NOT EVEN **SPIDER-MAN!**

I'VE **GOT** TO TAKE IT FROM THEM JUST A LITTLE LONGER-- BY NOT FIGHTING BACK, I CAN KEEP RESTING--REGAIN-ING MY ENERGY--!

MY OWN **STRENGTH** KEEPS THE BLOWS FROM HURTING TOO MUCH!

THIS IS PROBABLY THE FIRST TIME ANYONE EVER **RESTED** BY TAKING A BEATING-- BUT THEN, I NEVER **WAS** MUCH OF A **CONFORMIST!**

CAN'T WAIT MUCH LONGER --I'M BEGIN-NING TO **ACHE!**

NOW! I'VE GOT TO START FIGHTING BACK NOW--- WHILE I STILL CAN!

LOOK OUT! HE MUST HAVE GOTTEN HIS SECOND WIND!

SO WHAT?!! IT'LL TAKE MORE THAN THAT TO SAVE HIM!

HE'S RIGHT! WITHOUT FULL USE OF MY LEG, I CAN'T MANEUVER AS I SHOULD--AND THEY'RE ALL FRESH--RESTED =UHHHH=!

WHAT'S THE MATTER WITH ME? WHAT IF MY LEG IS INJURED? WHAT IF THEY ARE MORE RESTED? THEY'RE JUST A GANG OF MANGY CROOKS--BUT I'M SPIDER-MAN!

WHAT'S HOLDING HIM UP? HOW DOES HE KEEP FIGHTING?

I DUNNO--BUT IT LOOKS LIKE HE'S GETTING STRONGER!

I'M SPIDER-MAN! AND I'M NOT GOING TO FAIL! I'M NOT! I'M NOT!

NOT WITH AUNT MAY COUNTING ON ME--NEEDING ME--!

A MAN MAY LOSE! A MAN MAY BE DEFEATED! IT'S NO DISGRACE-- SO LONG AS HE DOESN'T GIVE UP!

AND I'M NOT GIVING UP! I'M NOT-- I'M NOT!

I'LL KEEP FIGHTING-- NO MATTER WHAT! I WON'T GIVE UP!

I WON'T! I WON'T! I WON'T!

NOBODY CAN MAKE ME GIVE UP! NOT WHEN THERE'S SO MUCH AT STAKE!

I'LL KEEP FIGHTING UNTIL-- UNTIL-- WHA-? IT-- IT'S OVER!

CAN'T STOP NOW! CAN'T EVEN LOOK BACK! DR. CONNORS NEEDS THE SERUM-- FOR AUNT MAY! MUST KEEP MOVING-- KEEP WALKING--!

NO TIME TO FIND OUT WHAT HAPPENED TO DR. OCTOPUS! NO TIME FOR ANYTHING!

ALL THAT MATTERS IS DELIVERING THE SERUM IN TIME--!

--BEFORE IT'S -- TOO LATE!

AND SO--A SHORT TIME LATER-- AT THE LABORATORY OF DR. CONNORS, WE FIND...

SPIDER-MAN! YOU GOT THE SERUM!

IT'S ALL I NEED TO FINISH THE TEST! EVERYTHING ELSE IS ALL CHECKED OUT AND READY FOR PROCESSING!

I--KNEW I COULD-- COUNT ON YOU!

YOU'RE SO *BREATHLESS!* DID YOU HAVE ANY *TROUBLE?* IS ANYTHING WRONG?

I'LL TELL YOU --ABOUT IT-- SOME TIME! RIGHT NOW, HERE'S THE SERUM! LET'S NOT WASTE A MINUTE!

THERE'S ONE OTHER THING I'VE GOT TO DO --WHEN HE'S NOT LOOKING!

I'VE GOT TO TAKE A SAMPLE OF MY OWN *SPIDER-MAN* BLOOD WHICH GAVE ME MY POWERS WHEN I WAS FIRST BITTEN BY THAT RADIO-ACTIVE SPIDER!

IT WILL BE NEEDED FOR *COMPARISON*-- TO SEE IF DR. CONNORS' SERUM REALLY *CAN* STOP THE DETERIORATION OF AUNT MAY'S BLOOD!

THERE! I'LL SLIP IT IN MY BELT TILL IT'S NEEDED! HE WON'T KNOW WHERE IT CAME FROM!

THEN, AS THE MASKED ADVENTURER TURNS TO HIS NEW-FOUND ALLY ONCE MORE...

SO FAR, SO GOOD! I'M GETTING JUST THE REACTION I EXPECTED!

THEN THERE'S ONLY ONE MORE THING TO DO!

WAIT! WHAT ARE YOU *DOING?*

IT'S ALL RIGHT! I JUST WANT TO TEST IT ON THIS BLOOD SAMPLE!

WHAT BLOOD SAMPLE?

THERE ISN'T TIME TO EXPLAIN NOW--BUT IF THE SERUM WORKS ON *THIS*, THEN IT WILL PROBABLY BE EFFECTIVE ON THE *PATIENT*, TOO!

HOW CAN YOU BE SURE IT'S THE SAME TYPE OF BLOOD?

I CAN'T EXPLAIN --BUT IT *IS*!

THERE! I'VE DONE ALL THAT I CAN! NOW THE REST IS UP TO YOU!

LET ME HAVE IT! WE'LL KNOW THE ANSWER IN A FEW MINUTES!

IT *WORKS*! THE DETERIORATION OF THE BLOOD WAS INSTANTLY *CHECKED* WHEN THE SERUM WAS APPLIED!

THEN WE MAY HAVE FOUND THE *CURE* FOR AUNT MAY!

JUST ONE THING--YOU'VE NEVER TOLD ME WHO THE PATIENT *IS*! THE SERUM MAY BE AFFECTED BY THE AGE, SEX, OR PHYSICAL CONDITION OF THE ONE IT'S GIVEN TO!

I KNOW! BUT THAT'S THE CHANCE WE HAVE TO TAKE! AT LEAST--THERE'S SOME *HOPE* NOW!

ONE LAST THING--WOULD YOU CALL THE HOSPITAL AND TELL THEM I'M ON THE WAY WITH THE SERUM? IF A MAN OF YOUR REPUTATION ASKS THEM TO, THEY'LL ALLOW ME TO GIVE IT TO THE DOCTOR IN CHARGE!

OF COURSE I'LL DO IT! GOOD LUCK TO YOU, MY FRIEND!

SECONDS LATER...

WE'VE DONE ALL WE CAN, BUT SHE'S SINKING RAPIDLY!

DOCTOR, THERE'S AN URGENT *PHONE CALL* FOR YOU!

NO SOONER IS THE PHONE CALL COMPLETED, WHEN...

QUICKLY! I HAVE SOMETHING FOR MRS. PARKER! IS SHE--?

YES, SHE'S STILL ALIVE--BUT JUST *BARELY*! WE WERE ALREADY INFORMED OF YOUR COMING! GIVE ME THE SERUM!

IF THIS CAN STOP THE DETERIORATION OF HER BLOOD, THEN WE'LL BE ABLE TO PERFORM A *TRANSFUSION*, AND SHE'LL HAVE A FIGHTING CHANCE!

HOW LONG WILL IT BE BEFORE YOU *KNOW*?

ABOUT TWO HOURS! WE HAVE TO CONDUCT A SERIES OF *TESTS* TO DETERMINE THE EFFECTIVENESS OF THE SERUM!

TWO HOURS! I COULDN'T BEAR TO STAND HERE THAT LONG--WATCHING--FEARING --DREADING EACH PASSING SECOND--KNOWING THAT EACH COULD BE HER *LAST!*

I'VE DONE THE BEST I COULD, AUNT MAY! NOW, THERE'S NOTHING LEFT, BUT PRAYER--!

HOLD ON THERE, SPIDER-MAN! I'VE SOME *QUESTIONS* FOR YOU!

WHAT'S *YOUR* INTEREST IN THIS MATTER?

LET'S JUST SAY THAT I WAS HELPING--A FRIEND!

I'VE GOT TO KEEP MY MIND OCCUPIED--MUST KEEP BUSY FOR THE NEXT TWO HOURS!

WAIT! I ALMOST *FORGOT*--!

THE *MASTER PLANNER'S* GANG! THEY'RE STILL OUT COLD!

I'VE GOT TO DO A LITTLE *STAGE SETTING* BEFORE THEY RECOVER!

THERE! I SET UP MY CAMERA SO IT WILL LOOK AS THOUGH *PETER PARKER* TOOK A PICTURE OF SPIDEY LEAVING THE UNDERGROUND EXIT!

AND NOW, THAT INTREPID NEWSHOUND, YOUNG "SCOOP" PARKER, FEARLESSLY SNAPS THE SLEEPING THUGS WHO ARE SPRAWLED DOWN BELOW!

MINUTES LATER, AT THE OFFICES OF THE *DAILY BUGLE*, CRIME REPORTER *FREDERICK FOSWELL* GETS AN URGENT CALL...

WHO? DID YOU SAY *SPIDER-MAN??* YOU WANT ME TO *MEET* YOU--RIGHT AWAY?

YOU'VE GOT A *TIP* FOR ME?!! --I'M ON MY WAY!!

BETTER HOLD THE FRONT PAGE FOR AN *EXTRA*, MR. JAMESON! I'M ON MY WAY TO GET A SCOOP FROM *SPIDER-MAN!*

AN *EXTRA!!* MUSIC TO MY EARS!!

I CAN HEAR THE MONEY ROLLING IN NOW! MAYBE THAT BLASTED WEB-SPINNER'S IN *JAIL*--OR *WORSE*-- IF I'M LUCKY! OH, WHAT A BEAUTIFUL DAY THIS IS!

MR. JAMESON! YOU'RE *SMILING!* IS ANYTHING WRONG?

THEN, ON A STREET NEAR THE WATERFRONT...

SLOW DOWN, FOSWELL! YOU'LL LAST LONGER!

YOU!! WHAT ARE YOU DOING UP *THERE?*

NOTHIN' MUCH! JUST HANGIN' AROUND!

NOW LISTEN CLOSELY! I'VE GOT THE MASTER PLANNER'S GANG ALL SEWED UP BEHIND A HIDDEN TRAP DOOR WHICH I MARKED FOR YOU! THE LEADER WAS *DR. OCTOPUS* --BUT I LOST HIM WHEN THE PLACE GOT FLOODED!

YOU SHOULD HAVE TOLD ME OVER THE *PHONE!* I'D HAVE GOTTEN A PHOTOGRAPHER --ALERTED THE POLICE--!

HE DOESN'T SUSPECT MY CAMERA IS ON THE ROOF LEDGE, AUTOMATICALLY SNAPPING THIS WHOLE THING RIGHT *NOW!*

NO NEED TO ALERT THE POLICE--I ALREADY *CALLED* THEM! WELL, YOU WON'T NEED *ME* ANY MORE! THE STORY IS ALL *YOURS!*

I'LL DOUBLE BACK TO THE ROOF ACROSS THE WAY, AND MAKE SURE I DON'T MISS ANYTHING THAT HAPPENS NEXT!

WHEEEEEEEEE

THERE THEY ARE--LIKE CONTRITE LITTLE SCHOOLBOYS WHO GOT CAUGHT WITH THEIR HANDS IN THE COOKIE JAR!

KEEP WALKING! DON'T BE SHY! WE'VE GOT ROOM IN THE PADDY WAGON FOR *ALL* OF YOU!

THIS IS *PERFECT!* THEY'RE MAKING THEM *UNMASK*-- AND MY TRUSTY LITTLE SNOOPER-SCOPE AND I HAVE A RINGSIDE SEAT!

HOOO BOY! THERE'LL BE A LOT OF BARE POST OFFICE WALLS WHEN *THOSE* CHARACTERS GET TAKEN OUT OF CIRCULATION!

IT'LL BE LIKE OLD HOME WEEK AT SING SING WHEN *YOU* CUT-UPS COME MARCHING IN!

WE'LL HAVE TO DISPATCH A *DIVER* DOWN BELOW TO SEE IF THERE'S ANY TRACE OF *DR. OCTOPUS!*

IF HE'S ANYWHERE IN THE VICINITY, WE'LL *FIND* HIM, CHARLIE! BUT, MY GUESS IS THAT HE'S *MILES* FROM HERE BY NOW!

THAT IS, IF HE SURVIVED THE CAVE-IN!

THAT'S THAT! THIS SQUARES ME WITH FOSWELL! AND IT MAKES UP FOR MY SUSPECTING HIM OF BEING THE *CRIME-MASTER*!*

NOW TO GET THESE PIX TO *JAMESON*--ON THE DOUBLE!

*AS WE SAW A FEW ISSUES AGO-- *STAN.*

SECONDS LATER, THERE'S FRANTIC JUBILATION IN THE CITY ROOM OF THE *DAILY BUGLE...!*

THE *MASTER PLANNER GANG* CAPTURED-- THE IDENTITY OF THE LEADER REVEALED-- AND *MY* PAPER HAS THE STORY *FIRST!*

THAT'S *GREAT,* FOSWELL! I *KNEW* YOU COULD DO IT!

BETTER NOT PRAISE HIM *TOO* MUCH-- HE'S LIABLE TO HIT ME FOR A *RAISE!*

BUT YOU SHOULD HAVE GOTTEN *PICTURES!* IF ONLY WE HAD *PHOTOS!*

AND, SPEAKING OF PHOTOS...

HE MUST *HAVE* THE STORY BY NOW! HE'LL BE HUNGRY FOR MY PHOTOS!

DARN *LEG* IS STILL ACHING! I OUGHT TO STAY *OFF* IT!

OH! THERE'S *PETER!* I'VE BEEN *HOPING* TO-- BUT WHAT'S WRONG WITH HIS *LEG??* HE'S BEEN *HURT!*

PETER! PETER-- *WAIT!* IT'S ME-- *BETTY!* I WANT TO *TALK* TO YOU...!

OH *NO!* NOT NOW! I DON'T WANT TO HAVE TO FACE HER NOW!

PETER! YOUR FACE! WHAT HAPPENED TO IT??

NOTHING MUCH! I JUST HAD A TOUGH TIME GETTING A NEW SET OF NEWS PHOTOS FOR JAMESON!

SOMETIMES A GUY'S LUCK JUST RUNS OUT!

BUT THERE'S NO NEED TO MAKE A FEDERAL CASE OUT OF IT! SELLING PHOTOS IS *IMPORTANT* TO ME -- I NEED THE EXTRA MONEY! AND, IF I HAVE TO GET SLAPPED AROUND ONCE IN A WHILE, IT'S PART OF THE JOB!

I'M NOT COMPLAINING! AND I'M NOT QUITTING MY WORK, EITHER!

HEARING PETER'S GRIMLY-SPOKEN WORDS HAS A DRAMATIC EFFECT ON BETTY BRANT... AN EFFECT HE *KNEW* IT WOULD HAVE! HER MIND RACES BACK TO HER *BROTHER* -- THE BROTHER WHOM SHE LOVED, BUT *LOST* -- BECAUSE HE TOO WOULDN'T GIVE UP THE DANGEROUS LIFE HE WANTED TO LEAD!

ONCE *BEFORE* I LOST SOMEONE -- SOMEONE WHO MEANT THE WORLD TO ME -- BECAUSE HE WANTED TO LIVE DANGEROUSLY!

I COULDN'T BEAR THAT HEART-BREAK *AGAIN!* I COULDN'T BEAR TO LOSE *ANOTHER!* IT'S TOO MUCH TO ASK -- TOO MUCH FOR A GIRL TO HAVE TO ENDURE!

PETER! PETER! WHY DO YOU HAVE THAT STUBBORN STREAK?? WHY CAN'T YOU STICK TO YOUR STUDIES? WHY MUST YOU ALWAYS CRAVE *ACTION*??

NOW, MORE THAN EVER, I REALIZE I'M NO GOOD FOR BETTY -- I NEVER *WILL* BE! IF SHE FEELS THIS WAY ABOUT PETER PARKER -- HOW WOULD SHE REACT IF SHE LEARNED ABOUT *SPIDER-MAN*?!!

NOW LISTEN, FOSWELL... *STAY* AT HEADQUARTERS IN CASE ANYTHING ELSE BREAKS! THIS IS THE SCOOP OF THE YEAR, AND I WANT TO MILK IT FOR ALL IT'S WORTH!

WHAT HAPPENED TO *YOU*, PARKER? YOU LOOK LIKE SOMETHING THE CAT DRAGGED IN!

I'M NOT HERE TO ENTER A *BEAUTY CONTEST*, MISTER JAMESON! I'VE *GOT* SOMETHING FOR YOU!

WELL? WHAT DO YOU *EXPECT* -- A BRASS BAND? LET'S *SEE*!

I'LL CALL YOU LATER, FOSWELL!

MAYBE YOU WOULDN'T BE *INTERESTED* IN THESE PIX-- THEY'RE ONLY A COMPLETE SERIES SHOWING THE ENTIRE CAPTURE OF THE *MASTER PLANNER'S GANG!*

PLUS, SOME SHOTS I MANAGED TO GET OF *SPIDER-MAN* ON THE SCENE!

IT'S *TRUE*, THEN! THERE *IS* A SANTA CLAUS!

DON'T JUST *STAND* THERE, MY BOY! *GIVE THEM TO ME!* THERE'S STILL TIME TO MAKE THE FRONT PAGE! EVERY SECOND COUNTS! LET ME *HAVE* THEM!

WHOA! WE HAVEN'T AGREED ON A *PRICE* YET!

WE CAN SETTLE YOUR PAYMENT *LATER!* YOU KNOW HOW *GENEROUS* I AM!

YEP! THAT'S WHY WE'LL SETTLE IT *NOW!*

I'VE *GOT* TO COLLECT ENOUGH TO PAY AUNT MAY'S MEDICAL EXPENSES--AND TO GET MY MICROSCOPE AND OTHER EQUIPMENT OUT OF HOCK!

I WANT A HUNDRED DOLLARS EACH--OR I'LL PEDDLE THEM *ELSEWHERE!*

IT'S HIGHWAY ROBBERY! YOU'RE TAKING ADVANTAGE OF MY WARM HEART--MY GENEROSITY!

HE DOESN'T REALIZE THEY'RE WORTH *TWICE* AS MUCH!

BUT I'LL *TAKE* THEM --JUST BECAUSE I *LIKE* YOU!

OKAY THEN, KEEP LIKING ME ENOUGH TO GIVE ME A CHECK RIGHT *NOW*-- 'CAUSE I CAN USE THE DOUGH!

WHAT'S GOTTEN INTO PARKER? HE USED TO BE A REAL LITTLE MILK-TOAST! WHO WISED HIM UP?

HERE'S YOUR CHECK! I'LL PROBABLY GO *BROKE* THROWING AWAY MY MONEY SO CARELESSLY!

COME *OFF* IT, J.J.! COMPARED TO *YOU*, EVEN *SCROOGE* WAS A RECKLESS, DEVIL-MAY-CARE SPENDTHRIFT!

SHORTLY THEREAFTER, AT THE HOSPITAL...

IT'S TIME FOR THE DECISION ABOUT AUNT MAY NOW!

I-I'M ALMOST AFRAID TO FIND OUT! BUT I *MUST!*

=UHHH=--MY *LEG!* IT'S ACHING MORE THAN EVER NOW!

BUT THIS IS NO TIME TO WORRY ABOUT *THAT!*

PARKER!

TELL ME, DOC --WHAT ABOUT MY *AUNT?* ARE THE TESTS COMPLETED? IS SHE--IS SHE--??

WE'LL KNOW IN A FEW MINUTES, SON! THE LAST CHECK IS BEING MADE RIGHT NOW!

BUT, WHAT HAPPENED TO *YOU?* YOU'D BETTER LET ME LOOK AT YOU!

I'M OKAY, DOC! I JUST MIXED IT UP WITH A FEW OTHER FELLAS, THAT'S ALL! NOTHING WORTH MENTIONING!

WHY NOT LET *ME* BE THE JUDGE OF THAT? JUST OPEN YOUR SHIRT, PARKER, AND I'LL HAVE A LOOK AT YOU!

I CAN'T FLATLY REFUSE WITHOUT AROUSING HIS SUSPICIONS!

A FEW MINUTES LATER...

YOU SEEM SOUND ENOUGH, BUT YOU'RE ON THE VERGE OF COMPLETE ***EXHAUSTION!*** YOU SHOULD BE IN ***BED!***

I ***AM*** PRETTY TIRED, DOC--BUT I'VE JUST GOT TO FIND OUT ABOUT AUNT MAY, FIRST!

LUCKY FOR ME HE DIDN'T WANT TO CHECK MY BLOOD!

HERE, DRINK THIS, SON! IT'LL RELAX YOU A BIT--AND REMEMBER--GET SOME ***REST*** AS SOON AS POSSIBLE!

DOC, ONCE I LEAVE HERE, NOBODY'LL HAVE TO TELL ME ***TWICE!***

DOCTOR--WE HAVE THE FINAL SERIES OF TEST RESULTS ON MAY PARKER! WILL YOU LOOK AT THEM NOW?

OF ***COURSE!*** COME WITH ME, MY BOY!

THIS IS ***IT!***

GOOD NEWS! THE SERUM HAS STOPPED THE BLOOD DETERIORATION! THE REPORTS ARE ALL ***FAVORABLE!***

WITH LUCK, WE EXPECT HER TO PULL THRU!

I DIDN'T LET YOU DOWN THIS TIME, AUNT MAY! I DIDN'T FAIL YOU!

SHE'S ***MOVING!***

PETER...

IT'S ALL RIGHT, AUNT MAY! YOU'RE GOING TO BE WELL AGAIN! EVERYTHING IS FINE!

PETER...

SHE DROPPED OFF TO SLEEP AGAIN! SHE'S RESTING MUCH EASIER NOW! THE CRISIS HAS PASSED!

SHE'D NEVER HAVE MADE IT, IF NOT FOR THAT SERUM WHICH *SPIDER-MAN* BROUGHT US!

I WONDER WHERE *HE* FITS IN TO ALL THIS?

I DON'T KNOW, DOC-- BUT, MAYBE HE'S NOT QUITE AS BAD AS SOME PEOPLE THINK HE IS!

WELL, AT ANY RATE, YOU'D BETTER GO HOME AND GET SOME REST YOURSELF!

I THINK I'LL BE *ABLE* TO-- NOW!

THAT PETER PARKER CERTAINLY IS A NICE BOY!

HE'S SINCERE--WELL-MANNERED--AND DEVOTED TO HIS AUNT!

TOO BAD THERE AREN'T MANY *MORE* YOUNG MEN LIKE. THAT!

TOO BAD SOMEONE LIKE *HIM* CAN'T BE AN IDOL FOR TEEN-AGERS TO IMITATE...

...INSTEAD OF SOME MYSTERIOUS, UNKNOWN THRILL-SEEKER LIKE-- *SPIDER-MAN!*

NEXT ISSUE:

THE RETURN OF...

KRAVEN, THE HUNTER!

'NUFF SAID!!

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

IND.

34 MAR

"THE THRILL OF THE HUNT!"

THE AMAZING SPIDER-MAN!

"The THRILL of THE HUNT!"

FEATURING: THE SOMEWHAT MAGNIFICENT MENACE OF KRAVEN The HUNTER!

MY TROPHY ROOM! EVERY WILD BEAST THAT WALKS, CLIMBS, OR CRAWLS, I'VE BEATEN WITH MY BARE HANDS!

...AND YET, THE GREATEST PRIZE OF ALL IS STILL DENIED ME!

SCRIPTED and EDITED BY:
STAN LEE
PLOTTED and ILLUSTRATED BY:
STEVE DITKO
LETTERED and RELISHED BY:
SAM ROSEN

I CAN ENDURE THE FRUSTRATION NO LONGER! I MUST BATTLE AND DEFEAT MY GREATEST MORTAL ENEMY... OR ELSE, EVERYTHING THAT HAS GONE BEFORE IS BUT A HOLLOW MOCKERY!

THE MASK OF *SPIDER-MAN* MUST ONE DAY COVER THAT PLASTER HEAD... EVEN IF I PAY FOR THE VICTORY WITH MY VERY *LIFE!*

ONLY *I* KNOW THE SECRET OF MY SPECIAL JUNGLE *HERBS*.. MY WONDROUS POTIONS OF POWER!

THEY GIVE ME THE STRENGTH OF THE MIGHTIEST JUNGLE BEASTS.. THE STRENGTH WHICH CAN MATCH SPIDER-MAN'S *OWN!*

HIS RIPPLING MUSCLES ALMOST BURSTING WITH NEW POWER AND ENERGY, KRAVEN LOOKS ABOUT HIM FOR A FOE... FOR HE *NEEDS* COMBAT, AS OTHER MEN NEED AIR TO BREATHE!

A ROGUE LION, SEEKING A KILL!

LOOK NO FURTHER, SIMBA! YOU HAVE *FOUND* YOUR PREY!

BUT, *NEVER* HAS ANY PREY BEEN SO *EAGER*... SO *ANXIOUS* TO MEET YOUR DEADLY CHALLENGE!

GRRRRRRRR

NEVER HAS ANY PREY POSSESSED STRENGTH ENOUGH TO MEET YOUR ATTACK *HEAD-ON*... AND TO HURL YOU *AWAY* WITH THE SPEED OF A SERPENT!

THEN, SCANT SECONDS LATER...

FLEE, SIMBA! I ALLOW YOU TO RUN OFF AND LICK YOUR WOUNDS.. BUT MY *NEXT* VICTIM WILL BE FAR LESS LUCKY!

DAYS LATER, AT THE BUSTLING PORT OF NAIROBI...

ONCE I'VE DELIVERED MY FOUR-LEGGED CAPTIVES TO A ZOO IN AMERICA, I'LL BE FREE TO BEGIN THE GREATEST HUNT OF ALL..!

THE HUNT FOR *SPIDER-MAN!*

MEANWHILE, AN OCEAN AWAY, WE FIND A STARTLING, UNEXPECTED TABLEAU UNFOLDING BEFORE OUR INCREDULOUS EYES...!

I *KNOW* YOU'RE KEEPING SOME TERRIBLE *SECRET* FROM ME! YOU MUST TELL ME WHAT IT IS, PETER! YOU *MUST!*

VERY WELL, BETTY! YOU HAVE THE *RIGHT* TO KNOW...!

GET A GOOD GRIP ON YOURSELF, BETTY! THIS MAY BE A *SHOCK* TO YOU..!

PETER!!!

PETER? THAT'S JUST *ONE* OF THE NAMES I'M KNOWN BY..!

OH NO... *NO!*

I ALSO ANSWER TO *ANOTHER* NAME...

...THE NAME OF... *SPIDER-MAN!*

NOT *YOU*, PETER! NOT *YOU!*

NO! NOT YOU! IT CAN'T..! WHA---??

I-I'VE BEEN ASLEEP! IT WAS ONLY...A DREAM!

OH, THANK HEAVENS! IT'S NOT SO! I MERELY DREAMT IT!

I..I CAN'T STOP THINKING ABOUT HIM...NIGHT AND DAY!

WHATEVER PETER'S SECRET IS...WHATEVER HE'S HIDING FROM ME...IT CAN'T BE..THAT!

IT'S NO USE...I CAN'T FALL ASLEEP AGAIN! NOT WITH THE KNOWLEDGE THAT I MUST MAKE A DECISION ABOUT HIM! IT CANNOT BE PUT OFF ANY LONGER!

MEANWHILE, IN A QUIET SECTION OF FOREST HILLS, WE FIND THE YOUNG MAN IN QUESTION...

NOW THAT AUNT MAY IS OUT OF DANGER,* I CAN GET BACK TO MY STUDYING AGAIN...!

*AFTER LAST MONTH'S CRITICAL OPERATION, REMEMBER?... STAN.

IT'S GREAT TO KNOW THAT THINGS ARE GETTING BACK TO NORMAL AT LAST!

IT'LL BE A PLEASURE TO RETURN TO COLLEGE AND BE ABLE TO CONCENTRATE ON WHAT'S GOING ON!

BOY, AM I BUSHED!

BUT, IT WON'T TAKE ME LONG TO GET BACK IN SHAPE... THAT'S FOR SURE!

YEP, IT'S GOOD TO BE ALIVE!

THUS, AT THE HOSPITAL NEXT DAY, WE FIND...

WHY, ANNA WATSON! HOW SWEET OF YOU TO COME AND VISIT ME!

I'D HAVE COME SOONER, MAY, DEAR... BUT I WAS OUT OF TOWN AND DIDN'T KNOW YOU WERE ILL!

IT WAS JUST A SILLY OLD OPERATION! BUT PETER IS THE ONE I'M WORRIED ABOUT! THE POOR BOY HASN'T HAD A SOUL TO LOOK AFTER HIM ALL THIS TIME!

AWW, I'VE BEEN FINE, AUNT MAY! HONEST!

I'VE GOOD NEWS FOR YOU, MRS. PARKER! ALL YOUR TESTS HAVE CHECKED OUT PERFECTLY! YOU CAN RETURN HOME TODAY!

DOC, YOU'RE THE GREATEST!

NOW YOU RUN OFF TO SCHOOL, PETER! MRS. WATSON WILL SEE ME HOME! WE'VE SO MUCH TO TALK ABOUT!

AFTER A FEW DAYS' REST, YOU'LL BE AS GOOD AS NEW AGAIN!

OKAY, BUT NO TOUCH-FOOTBALL FOR A WHILE, HEAR?

PETER PARKER... YOU'RE A CAUTION!

AND SO, NOT TO BE LEFT BEHIND, *WE TOO* SHALL VISIT EMPIRE STATE U. AND RENEW A FEW ACQUAINTANCESHIPS ---

C'MON, *GWEN!* YOU PROMISED YOU'D GO TO THE GAME WITH *ONE* OF US!

ADMIT IT, DOLL! YOU'VE DECIDED ON *ME!*

UH UH! *I'M* THE LUCKY GUY THIS TIME!

GIVE US A BREAK, GWEN! WHO *IS* IT?

SORRY, LADS... I'VE GOT TO RUSH TO *CLASS* NOW! BUT I PROMISE TO *THINK* ABOUT IT!

BUT, YOU'VE BEEN KEEPING US ON THE STRING ALL WEEK!

I KNOW! AND YOU *LOVE* IT!

HONEY, THE GUY WHO FINALLY TAKES *YOU* OUT OF CIRCULATION WILL BE THE MOST *HATED* JOE ON CAMPUS!

IT'S STRANGE! PETER PARKER IS THE *ONLY* BOY WHO HASN'T PAID ANY ATTENTION TO ME!

OH! MY BOOK...!

WELL, WELL! AT LAST I'VE A CHANCE TO BE A *HERO*, WITHOUT TURNING INTO *SPIDER-MAN!*

ALLOW ME, FAIR MAIDEN..!

YOU! DON'T YOU *DARE* TOUCH MY BOOK!

HUH??!

LOOK, I DON'T *GET* IT! WHAT GIVES?

DO WE HAVE TO *SPELL IT OUT* FOR YOU? YOU'RE AS POPULAR HERE AS MAO TSE-TUNG!

YOU TELL 'IM, HARRY, BOY!

YOU'VE BEEN *SNUBBIN'* US SINCE SCHOOL STARTED... WALKING AROUND HERE LIKE A SWELL-HEADED SNOB, JUST BECAUSE YOU WON A SCHOLARSHIP!

WELL, THAT'S OKAY WITH *US!* BUT DON'T THINK YOU CAN BECOME ONE OF THE CROWD ANY TIME YOU *FEEL* LIKE IT!

NOW I GET IT! WHEN I WAS WORRIED ABOUT AUNT MAY... WRAPPED UP IN MY OWN PROBLEMS... THEY THOUGHT I WAS *HIGH-HATTING* THEM!

THE OL' PETER PARKER *LUCK* SURE IS RUNNING TRUE TO FORM!

I GUESS I CAN'T *BLAME* THEM FOR THINKING I'M THE PRIZE CRUMB OF THE YEAR!

BUT, I SURE DON'T INTEND TO *BEG* THEM FOR A CHANCE TO EXPLAIN!

ANYWAY, THEY'LL GET OVER IT! MEANTIME, I'D BETTER BUCKLE DOWN AND CATCH UP ON THE LAB WORK I'VE MISSED!

I GUESS WE TOLD THAT EGG-HEAD WHERE TO GET OFF, EH, GWEN?

I GUESS SO, HARRY!

BUT, I WONDER WHY I FEEL A BIT ASHAMED OF MYSELF!

AFTER ALL, HE HAS COLD-SHOULDERED ALL OF US EVER SINCE HE CAME TO E.S.U.! AND YET...

PERHAPS HE HAD A REASON! PERHAPS WE JUST DON'T UNDERSTAND..!

THAT GWEN IS A KNOCKOUT! IF ONLY... AW, WHAT'S THE USE?!!

BUT HE COULDN'T CARE LESS! LOOK AT HIM BENDING OVER THOSE TEST-TUBES! HE DOESN'T EVEN KNOW I EXIST!

WELL, MR. PETER PARKER... JUST YOU WAIT!

LATER, AFTER CLASS HAS ENDED...

POLICE SIRENS! SOMETHING MUST HAVE HAPPENED! LOOK AT THEM GO!

WHEEEEEEEEE

IT'LL ONLY TAKE ME A COUPLE OF SECONDS TO CHANGE TO SPIDER-MAN!

THEN, I CAN ZIP AFTER THEM AND GET SOME PHOTOS OF THE ACTION!

AWW, COME TO THINK OF IT, WHY BOTHER?

I'VE STILL GOT SOME MONEY LEFT FROM THE LAST PIX I SOLD TO JAMESON... AND AUNT MAY WILL BE WAITING FOR ME!

SO, I'LL JUST GO HOME AND STUDY, LIKE ANYONE ELSE!

PETER PARKER... "AVERAGE AMERICAN"! THAT'S ME!

BUT, OUR "AVERAGE AMERICAN'S" SELF-IMPOSED VACATION IS DESTINED TO END MUCH SOONER THAN HE SUSPECTS! FOR, NOT LONG AFTERWARDS...

THIS IS THE PLACE! I KNEW I'D FIND IT AGAIN!

IT'S THE CHAMELEON'S LAST HIDEOUT... THE ONE HE USED WHEN THE TWO OF US TEAMED UP!

I DON'T CARE WHAT HAPPENED TO HIM, SO LONG AS HE STAYS AWAY TILL MY MISSION IS OVER!

FOR, THE TIME HAS COME FOR KRAVEN TO BEGIN HIS GREATEST HUNT!

AHH, IT'S GOOD TO BE ATTIRED IN MY JUNGLE GARB ONCE MORE!

AND NOW, I'VE GOT TO TRAP ***SPIDER-MAN*** BEFORE I MYSELF AM DISCOVERED... FOR I HAVE BEEN SENTENCED NEVER TO RETURN TO THESE SHORES!

BUT, IT IS WORTH THE ***RISK***... WORTH WHATEVER PRICE I MAY HAVE TO PAY... TO DESTROY THE ONE I LOATHE THE MOST IN ALL THE WORLD!

NOW, I MUST FIND A WAY TO MAKE HIM ***WANT*** TO FIGHT ME! I NEED ***BAIT***... JUST THE RIGHT BAIT FOR SO DANGEROUS A QUARRY!

THEN, AFTER LONG HOURS OF CAREFUL PLANNING.. SCHEMING...

I ***HAVE*** IT! THE PERFECT ***LURE!*** JUST THE THING TO LEAD HIM TO MY ***TRAP***... AND THEN, ***THE HUNT SHALL BEGIN!***

WE'LL ADMIT THIS HAS BEEN A PRETTY LONG INTRODUCTION... BUT ONCE THE ACTION GETS STARTED, IT'LL MORE THAN MAKE UP FOR IT! SO, BEAR WITH US A SHORT TIME LONGER AS WE RETURN TO OUR AVERAGE SPIDER-MAN ONCE MORE...

ANOTHER SNACK?!! GOSH, AUNT MAY... WE JUST FINISHED ***DINNER*** A HALF HOUR AGO!

I KNOW, DEAR! BUT, I'M SURE YOU DIDN'T EAT A ***THING*** WHILE I WAS IN THE HOSPITAL...!

THAT'S IT, PETER! A BOY YOUR AGE NEEDS A LOT OF NOURISHMENT! ESPECIALLY SINCE YOU'VE BEEN ***STUDYING*** SO HARD!

IN FACT, I WONDER IF IT WOULDN'T BE A GOOD IDEA FOR YOU TO HAVE A ***HOBBY?*** SOMETHING TO HELP YOU RELAX FROM YOUR STUDIES!

NOW DON'T YOU WORRY ABOUT IT, AUNT MAY! IT HAPPENS THAT I ***DO*** HAVE A LITTLE HOBBY!

LIKE SWINGING ACROSS ROOFTOPS, AND CLIMBING UP WALLS!

OKAY, WEB-SPINNERS! YOU'VE BEEN PATIENT WITH US TILL NOW, AND HERE'S WHERE IT STARTS PAYING OFF...! AS A COMMANDING VOICE HAILS A TAXI, A SILENT, COSTUMED FIGURE LURKS IN THE SHADOWS...

TAXI! I SAID ***TAXI!*** THIS IS ***J. JONAH JAMESON!***

IT'S ***HIM***... AT LAST!

WHAT'S YOUR HURRY, JAMESON?

SPIDER-MAN!!

IN PERSON, MISTER!

NO! GO AWAY! YOU CAN'T ATTACK ME IN THE MIDDLE OF THE STREET LIKE THIS! HELP! SOMEBODY GET HIM AWAY FROM ME!

STOP SCREAMING, YOU COWARD! I JUST WANT TO TALK TO YOU! WAIT...COME BACK HERE!

NO! YOU'RE OUT TO GET ME... BECAUSE OF THE EDITORIALS I'VE WRITTEN AGAINST YOU!

YOU FOOL! BECAUSE OF YOUR SHOUTS, A WHOLE CROWD HAS GATHERED!

SOMEBODY CALL THE POLICE! SPIDER-MAN IS ASSAULTING JONAH JAMESON!

TOO MANY PEOPLE! CAN'T AFFORD TO REMAIN! BUT I'LL BE BACK, JAMESON... YOU'LL SEE!

HAH! I ALWAYS KNEW YOU WERE YELLOW! I SCARED YOU AWAY! DID YOU ALL SEE THAT? SPIDER-MAN RAN FROM ME!

BUT, MOMENTS LATER, ON A NEARBY ROOFTOP, WE SEE...

IT WORKED! I FOOLED THEM ALL! ONLY SPIDER-MAN WILL KNOW I WAS AN IMPOSTOR... AND THEN HE HIMSELF IS SURE TO COME AFTER ME... FALLING INTO MY TRAP!

BUT, WHAT OF THE REAL SPIDER-MAN? HERE HE IS.. THE WORLD'S MOST AMAZING HERO, CONTENTEDLY MUNCHING A MACINTOSH APPLE AS HE AND HIS AUNT CATCH UP ON THE DAY'S NEWS...

DID YOU REMEMBER TO WASH THAT APPLE BEFORE EATING IT, PETER, DEAR?

SURE, AUNT MAY! YOU KNOW I'M NOT THE TYPE TO LIVE DANGEROUSLY!

AND NOW, NEWS OF THE NEW YORK AREA..

IT HAS JUST BEEN LEARNED THAT J. JONAH JAMESON, PROMINENT NEWSPAPER PUBLISHER AND MAN-ABOUT-TOWN, WAS ATTACKED BY SPIDER-MAN AS THE COURAGEOUS PUBLISHER LEFT THE DAILY BUGLE OFFICE BUILDING...

YEEEULLP!

PETER! WHAT'S WRONG, DEAR?

N-NOTHING, AUNT MAY! I MUST HAVE BIT MY TONGUE!

JUST WHEN EVERYTHING SEEMED NICE AND PEACEFUL...NOW *THIS!*

I KNOW *I* DIDN'T SEE JAMESON TONIGHT... AND THAT MEANS JUST *ONE* THING...!

SOMEONE IS *IMPERSONATING* ME! ..BUT, *WHY??*

TSK! ALL THIS AWFUL *CRIME* NEWS!

I'M ITCHING TO RUN OUT AND *FIND* THE BOGUS SPIDEY ...BUT I HATE TO LEAVE AUNT MAY ALONE SO SOON AFTER HER ILLNESS!

THEY SHOULDN'T BROAD-CAST SUCH DREAD-FUL THINGS! I HOPE IT DOESN'T *UPSET* YOU, PETER!

I'LL *WAIT* A WHILE AND SEE WHAT HAPPENS! IT'S PROBABLY JUST SOME *CRANK!* THE POLICE MAY HAVE ROUNDED HIM UP ALREADY!

NO, AUNT MAY! I DON'T *BELIEVE* HALF OF IT, ANY-WAY!

BUT, IN THE DAYS THAT FOLLOW, THE DARING IMPERSONATION *CONTINUES*...

JAMESON... YOU DIDN'T THINK I'D *FORGET* YOU?

YOU AGAIN!

YOU'VE NOTHING TO FEAR FROM ME *NOW!* I'LL BIDE MY TIME...KEEP YOU GUESSING..!

WHEREVER YOU GO...WHATEVER YOU DO... I'LL BE FOLLOWING... WATCHING... WAITING..!

LET HIM HANG AROUND! BY WRITING ABOUT HIS HARRASS-MENT, I'M SELLING MORE *PAPERS* THAN EVER BEFORE!

Daily Bugle

SPIDER-MAN THREATEN PUBLISHE OF BUGLE

FINALLY, *SPIDER-MAN* BECOMES THE NUMBER ONE TOPIC OF CONVERSATION THROUGHOUT THE SPRAWLING CITY...

IMAGINE! HOUNDING A PUBLIC-SPIRITED CITIZEN LIKE MR. JAMESON THAT WAY! IT'S A *DISGRACE!*

SOME-ONE SHOULD PUT THAT MASKED WALL-CRAWLER OUT OF CIRCULATION ONCE AND FOR ALL!

IF THIS KEEPS UP, I'LL PROBABLY BE MOBBED IF I EVER DARE APPEAR IN PUBLIC AS *SPIDEY* AGAIN!

IF YOU ASK *ME*, IT'S TIME THE F.B.I. STEPPED IN!

YOU *SAID* IT!

UNTIL, AT LAST, PETER PARKER IS FORCED TO MAKE A GRIM DECISION...

I CAN'T LET WHATEVER REPUTATION I HAVE LEFT BE TORN TO SHREDS SO EASILY! I JUST *CAN'T!*

I'VE *GOT* TO TAKE A HAND IN THIS! I'VE *GOT* TO LEARN WHO THE IMPOSTOR IS...AND *STOP* HIM!

THE DECISION MADE, ALL THAT REMAINS IS TO FORMULATE A PLAN OF *ACTION*...

SPIDEY IS STILL GETTING *STAR BILLING* ON ALL THE NEWS PROGRAMS! AND NONE OF THE REPORTS ARE *FLATTERING!*

BUT, HOW DO I GO WALTZING OUT TONIGHT WITHOUT WORRYING AUNT MAY??

RRINNNG!

MRS. WATSON! FOR ONCE I'M GETTING *LUCKY!*

I JUST FEEL LIKE HAVING A GOOD, OLD-FASHIONED *CHAT,* MAY, DEAR!

SO DO *I,* ANNA! I'VE GOT THE TASTIEST COOKIES... AND TEA WILL BE READY IN NO TIME!

SINCE YOU'RE PLANNING A CHIN-FEST, I THINK I'LL GO TO A MOVIE, AUNT MAY!

ALL RIGHT, DEAR! HAVE A GOOD TIME... BUT DON'T SEE ONE OF THOSE AWFUL *SCARY* FILMS! IT MIGHT GIVE YOU NIGHTMARES!

THAT'S WHAT *I* ALWAYS TELL MARY JANE!

..*WHEW!* THANK GOODNESS FOR MRS. WATSON!

AND NOW, IT'S TIME FOR THE *REAL* SPIDER-MAN TO GO INTO ACTION!

SINCE THE PHONY FINK WHO'S BEEN IMPERSONATING ME SEEMS TO HANG AROUND JOLLY JONAH, THEN MY FIRST STOP IS THE *DAILY BUGLE* BUILDING!

HERE IT *IS!* NOW TO... *HEY!!*

IT'S JUST THE ONE I'M *LOOKING* FOR! HE'S DELIBERATELY ATTRACTING MY ATTENTION! NICE OF HIM TO MAKE IT *EASY* FOR ME!

HE MUST BE *NUTS!* NOW THAT HE MADE ME *SPOT* HIM, HE'S RUNNING *AWAY* FROM ME! OR, IS THERE *MORE* TO IT THAN THAT?

HE MIGHT BE TRYING TO *LEAD* ME SOMEWHERE!

IF *THIS* IS HIS DESTINATION, HE'S GOT CRUMMY TASTE!

AND, SPEAKING OF EMPTY BUILDINGS, WHERE DID *HE* DISAPPEAR TO?

THIS WHOLE BLOCK HAS BEEN CONDEMNED! THE EMPTY BUILDINGS ARE JUST WAITING TO BE TORN DOWN!

THEN, ON THE STREET DIRECTLY BELOW...

LOOK! IT'S *SPIDER-MAN!* GO INSIDE AND GET THE BOYS! THIS IS OUR CHANCE TO GET *RID* OF 'IM, ONCE AND FOR ALL!

YEAH! I BEEN *ITCHIN'* TO GET MY MITTS ON THAT PUNK!

WHILE, ON THE ROOF, HIGH ABOVE ALL SUCH SORDID GOINGS ON...

AND NOW, SPIDER-MAN, THE MASQUERADE IS *OVER!*

KRAVEN..THE HUNTER!

THEN IT WAS *YOU..!! YOU* WERE IMPERSONATING ME!

SURELY YOU DIDN'T THINK I'D BE CONTENT TO *REMAIN* DEFEATED AFTER OUR LAST ENCOUNTER! IT IS TIME FOR *ANOTHER* HUNT...AND *THIS* TIME, THE VICTORY SHALL BE *MINE!*

MISTER, YOU'RE JUST A GLUTTON FOR PUNISHMENT!

WE'LL *SEE* ABOUT THAT! FIRST, I'LL SPRAY SOME *JUNGLE SCENT* ON YOU...TO CANCEL OUT YOUR ACCURSED *SPIDER SENSE!*

AND NOW, MY VICTIM-TO-BE, YOUR POWER IS BARELY THE EQUAL OF MINE!

PTUI! THAT'LL BE THE DAY... WHEN I CAN'T BEAT *YOU!*

YOU'LL HAVE YOUR CHANCE TO *PROVE* THAT BOAST! IF YOU CAN HUNT...AND *DEFEAT* ME..I'LL CONFESS THAT IT WAS *I* WHO IMPERSONATED YOU! BUT, IF NOT...!

SKIP THE REST, KRAVEN! THERE'S NOT GONNA *BE* ANY "IF NOTS"..!

WHA-?? I SHOULD HAVE SUSPECTED! HE RIGGED UP A BOOBY TRAP HERE FOR ME!

BUT, ANY TIME YE OLDE FRIENDLY NEIGHBORHOOD SPIDER-MAN CAN'T OUT-LEAP A PILE OF TUMBLING CRATES, THAT'LL BE THE DAY!

HE'S GONE! WELL, I GUESS IT FIGURES...!

IF I WANT HIM, I'LL HAVE TO PLAY IT HIS WAY! I'LL HAVE TO HUNT HIM DOWN!

I'D BETTER BE CAREFUL! HE'S HAD ALL THE TIME IN THE WORLD TO SET EVERY KIND OF UNEXPECTED TRAP FOR ME!

AND, HE COULDN'T HAVE PICKED A BETTER PLACE TO SET THEM!

AND NOW... IT BEGINS! I'VE GIVEN HIM ENOUGH TIME TO REALIZE WHAT HE'S UP AGAINST! SO WHILE HE HUNTS ME, KRAVEN... THE GREATEST HUNTER OF ALL... SHALL BE HUNTING HIM!

BUT, NEITHER THE HUNTER NOR THE HUNTED IS YET AWARE THAT A THIRD FORCE HAS ENTERED THE DEADLY GAME...

HE'S GOTTA BE AROUND HERE SOMEWHERE!

NO MATTER HOW MUCH OF A HOT-SHOT HE IS, HE CAN'T HANDLE ALL OF US!

SPREAD OUT! WHEN YOU SEE HIM... HOLLER!

WHEW! THAT WAS A CLOSE ONE! IF NOT FOR THE OL' SPIDER SPEED, I'D BE A TRAPPED LITTLE WEB-SPINNER!

BUT, THERE ISN'T A TRAP *MADE* THAT CAN STOP ME FROM DOING WHAT I HAVE TO DO!

AT LEAST, I'M *HOPING* THERE ISN'T!

HEY! I *HEARD* SOMETHING IN THE ROOM AHEAD! IT MUST BE *HIM!*

THAT SUITS ME *FINE!* I'M GONNA PROVE THAT HE'S NOTHIN' BUT A *PHONY!* I'LL MOP UP THE PLACE WITH 'IM!

UH OH! SOUNDS LIKE *VISITORS!*

TWO PAIRS OF FOOTSTEPS! BUT... HOW COME ?? DID KRAVEN BRING A *FRIEND?*

YOU MUSTA BEEN *HEARIN'* THINGS! THERE'S NO *SIGN* OF 'IM HERE!

HMM! JUST A COUPLE OF PLUG-UGLIES!

SORRY, GENTS... THIS IS A *PRIVATE* PARTY!

IT'S *HIM!*

TSK TSK! YOU MEAN "IT IS *HE*"!

NOTHING INFURIATES ME AS MUCH AS *BAD GRAMMAR!* --OR DIDN'T YOU *KNOW?*

SORRY TO RUSH OFF THIS WAY, BUT THERE'S A FELLA TRYING TO END MY LITTLE CAREER, IF I GIVE HIM HALF A CHANCE!

HOLY SMOKE! IT LOOKS LIKE "OLD HOODLUMS' WEEK" AROUND HERE!

WELL, I'LL HAVE TO PUT THEM ON ICE *FAST*, BEFORE *KRAVEN* LOWERS THE BOOM ON ME!

HOLD STILL, GROUP! THIS'LL ONLY HURT A MINUTE!

NEXT TIME YOU WANNA DO SOME SPIDER-STALKING, PHONE FOR AN *APPOINT-MENT!*

AND THAT'S THAT! I SURE HOPE THEY WERE THE *LAST* OF THEM!

WAIT! MY SPIDER SENSE --IT'S STARTING TO *TINGLE!*

KRAVEN'S JUNGLE SCENT *DULLED* IT! IT SHOULD HAVE WARNED ME *SOONER!*

THERE'S *DANGER* INSIDE---!

MAYBE THERE'S *STILL* TIME! I STOPPED MYSELF WITH MY HANDS... NOW, IF I CAN JUST DO A BACK-FLIP *OUT*..!

BUT, BEFORE THE AMAZING ADVENTURER CAN MAKE A MOVE ...

TOO LATE, SPIDER-MAN! THE HUNT IS *ENDED*! I'VE *GOT* YOU

DON'T *BET* ON IT, KRAVEN!

YOU *FOOL*! I CAN OUT-FIGHT A FULL-GROWN *LION* IN HIS PRIME..!

WHILE *YOU* HAVE ONLY SOME SORT OF *SPIDER* POWER!

YOU CERTAINLY KNOW HOW TO *HURT* A PERSON!

YOUR DESPERATE GIBES AND TAUNTS DO NOT FOOL *ME!* YOU ARE *SCARED*.. AND YOU *KNOW* IT!

FOR THE FIRST TIME, YOU ARE LOOKING *UTTER DEFEAT* IN THE FACE!

IF YOU *SAY* SO, CHARLIE!

THWOK!

BY THE WAY, IN CASE I FORGOT TO TELL YOU...I HATE FOR ANYONE TO BREATHE IN MY FACE!

NEVER *AGAIN* WILL YOU DARE TO TAUNT *KRAVEN!* THE SAME STRENGTH THAT CAN STOP THE CHARGE OF A *BULL ELEPHANT* WILL STILL YOUR VOICE *FOREVER!*

BA-AA-N!

I'VE GOT *NEWS* FOR YOU, KRAVEN! YOU MAY BE A WHIZEROO WITH BULL ELEPHANTS, BUT YOU'RE A *DUD* AT SWATTING *SPIDERS!*

RAK!

IT'S *SPIDER-MAN!* WE *FOUND* 'IM!

BUT, WHERE ARE THE *OTHER* GUYS WE SENT AFTER HIM?? AND WHO'S HE *FIGHTING??*

WHAT'SA *DIFFERENCE??* LET'S *GET* 'IM NOW...WHILE WE GOT THE *CHANCE!*

WE'LL *RUSH* 'IM... ALL *TOGETHER!*

HE'LL NEVER GET AWAY FROM US *THIS* TIME!

HATE TO *DISAPPOINT* YOU EAGER BEAVERS, BUT THIS IS A *PRIVATE* FIGHT!

ONE SIDE, YOU PUNY FOOLS! *NO ONE* SHALL SPOIL KRAVEN'S HUNT! *NO ONE!*

UNHHH!

LOOK OUT FOR HIS BLASTED *WEBBING!*

I GOT A HUNCH WE BIT OFF A HECKUVA LOT MORE'N WE CAN *CHEW!*

I HOPE YOU DON'T THINK THERE'S ANY-THING *PERSONAL* IN THIS, MEN!

BOK!

WAP!

I'VE GOT TO GET IN POSITION TO RENEW MY ATTACK UPON SPIDER-MAN!

SOK!

BAM!

OOPS! SORRY! I WAS HOPING YOU WERE *KRAVEN!*

THAK!

WELL, THAT WRAPS UP THE LAST OF THOSE ERSATZ UNTOUCHABLES! BUT WHERE IN BLAZES DID *KRAVEN* RUN OFF TO?

AND, AT THAT SAME MOMENT, THE GREATEST HUNTER OF ALL IS WONDERING THE SAME THING ABOUT SPIDEY...!

HE CAN'T HAVE GOTTEN FAR! I CAN STILL FAINTLY DETECT THE JUNGLE SCENT I SPRAYED ON HIM!

AHHH! THE AROMA IS GETTING STRONGER! I'M DRAWING CLOSER... JUST AS *HE* DRAWS CLOSER... TO HIS *DOOM!*

THERE HE *IS!* NOW, ALL I'LL NEED IS A SIMPLE LITTLE STRATAGEM TO CATCH HIM UNAWARES...!

KLAK!

WHA..?? OH, IT'S JUST A PIECE OF LEDGE, FALLING..! BUT.. *WHY?* WHAT MADE IT FALL?

THAT WAS ALL I *NEEDED*, SPIDER-MAN!

JUST THAT ONE SECOND OF DISTRACTION WHICH YOU GENEROUSLY GRANTED ME!

SO, IT WAS *YOU!*

NOW THERE CAN BE NO INTERRUPTIONS TO GRANT YOU A LAST-MINUTE REPRIEVE! NOW THE GAME SHALL BE PLAYED OUT TO THE *END!*

NOW, THE SKILL, SPEED, AND RAW STRENGTH WITH WHICH I SUBDUE THE WILDEST JUNGLE BEAST SHALL BE *YOUR* UNDOING, ALSO!

THUS DOES KRAVEN WIN HIS GREATEST HUNT!

I'LL BE DARNED IF HE ISN'T AS GOOD AS HE *SAYS* HE IS! HE HERDED ME INTO THIS WINDOW LIKE AN *EAGLE* CARRYING A *LAMB!*

BUT, THIS IS WHERE THE RESEMBLANCE *CEASES!*

SO! THERE IS STILL SOME FIGHT *LEFT* IN YOU, EH?

BAP!

WELL, IT WON'T BE THERE FOR *LONG!*

MY MOMENT HAS COME AT *LAST!* NOTHING CAN SAVE YOU *NOW*, SPIDER-MAN!

YOU'VE *HAD* YOUR INNING, LOUDMOUTH! NOW IT'S *MY* TURN AT BAT!

WAK!

I'VE TAKEN YOUR BOASTS AND BRAGS TILL THEY'RE COMING OUT OF MY EARS! NOW, I'VE *GOT* TO BEAT YOU... BEFORE YOU *BORE* ME TO DEATH!

YOU DON'T FOOL *ME!* YOU'RE TALKING BIG TO KEEP YOUR *COURAGE* UP!

SURE.. YOU KEEP *BELIEVIN'* THAT!

BUT, IN THE MEANTIME, WHILE I'M TREMBLING IN ABJECT FEAR AND PANIC, I'LL JUST PUT YOU ON CE FOR A WHILE!

WHY DON'T YOU *FALL?* I'VE HIT YOU HARD ENOUGH TO STAGGER A *RHINO!* WHAT ARE YOU *MADE* OF???!

SUGAR 'N SPICE, AND EVERYTHING NICE!

BRAK!

WHEW! AT *LAST* I GOT A GOOD, CLEAN PUNCH IN!

MUSTN'T GIVE HIM A CHANCE TO RECOVER! HE'S TOO STRONG..

HAVE TO KEEP HAMMERING WHILE I *CAN!*

IN CASE YOU HAVEN'T GUESSED, KRAVEN...

...THE HUNT IS *OVER!*

A SHORT TIME LATER, INVESTIGATING A SHINING *SPIDER-BEAM SIGNAL*, THE NEWLY-ARRIVED POLICE ARE FLABBERGASTED TO FIND...

LOOK! IT'S *KRAVEN, THE HUNTER!* HE'S ALL GIFT-WRAPPED AND READY FOR MAILING!

AND MOST OF THE NAILS HOGAN GANG, ALSO... KEEPING HIM COMPANY!

IT'S LIKE WE WON A *RAFFLE!*

AND, HIDDEN IN THE SHADOWS OF A NEARBY ROOFTOP...

THE CAPTURE OF *KRAVEN* OUGHT TO BE BIG NEWS! I MIGHT AS WELL GET SOME *PIX* WHILE I CAN!

AWW, THE *HECK* WITH IT! IF I BRING THEM TO JAMESON, I'LL HAVE TO SEE BETTY...

-AND, SOMEHOW, I JUST DON'T FEEL UP TO FACING HER, RIGHT NOW!

BESIDES, IT'S ONLY FAIR FOR ME TO STAY AWAY FROM HER... TO GIVE HER A CHANCE TO GET ME OUT OF HER SYSTEM, ONCE AND FOR ALL! IT..IT'S THE *LEAST* I CAN DO FOR HER!

AND, AS SPIDER-MAN DISAPPEARS INTO THE ENVELOPING DARKNESS..

YES, IT'S TRUE! I IMPERSONATED SPIDER-MAN! IT WAS *I* WHO THREATENED JONAH JAMESON!

BUT, WHY ARE YOU *TELLING* US THIS?

WHATEVER ELSE I MAY BE... I AM A MAN OF *HONOR!*

I HAVE GIVEN MY *WORD!*

THUS, A SHORT TIME LATER, AT THE *DAILY BUGLE* OFFICES...

YOU MEAN SPIDER-MAN IS *VINDICATED??* *NO!* I DON'T *BELIEVE* IT! I *WON'T* BELIEVE IT!

YOU'VE NO CHOICE, J.J.! KRAVEN PRODUCED HIS COSTUME, AND GAVE THE POLICE A DEMONSTRATION! IT WAS *HIM*, ALL RIGHT!

BLAST IT! THIS MEANS THAT SPIDER-MAN WILL END UP BEING A *HERO*... JUST WHEN I THOUGHT I FINALLY HAD HIM WHERE I *WANTED* HIM!

WHAT HAVE YOU *GOT* AGAINST THAT GUY, ANYWAY, BOSS?

THAT'S *MY* BUSINESS, FOSWELL! BUT I'LL NAIL HIM *YET!*

EXCUSE ME, MR. JAMESON... I'VE FINISHED ALL THE DAY'S CORRESPONDENCE! WILL THERE BE ANYTHING ELSE?

NO, THAT'S ALL! YOU THINK I RUN A *SWEAT SHOP* HERE? GO ON HOME, AND BE HERE AT 9 SHARP TOMORROW!

OH, DOES THAT MEAN..??

YES! YOU'RE *HIRED!* THE JOB OF REPLACING BETTY BRANT IS *YOURS!*

THIS IS WONDERFUL! IMAGINE... I'M THE PERSONAL SECRETARY OF THE PUBLISHER OF THE DAILY BUGLE!

BUT, I NEVER THOUGHT THAT *BETTY BRANT* WOULD LEAVE! IT HAPPENED SO SUDDENLY! I WONDER WHAT *HAPPENED?*

AND SO DO WE, YOUNG LADY! SO DO *WE!*

MEANWHILE, UNAWARE OF THE CHANGE IN PERSONNEL AT THE *DAILY BUGLE*, PETER PARKER RETURNS TO HIS MODEST LITTLE HOME IN FOREST HILLS...

AND, AS I WAS TELLING MY NIECE, MARY JANE...

OH, HELLO, PETER...!

I'M GLAD YOU CAME HOME EARLY, DEAR!

DID YOU ENJOY THE MOVIE?

HUH? OH, NO...I CAN'T HONESTLY SAY I DID!

ANYWAY, I'LL GO UP AND DO SOME MORE STUDYING NOW! BEEN NICE SEEING YOU, MRS. WATSON!

DON'T TIRE YOURSELF OUT, PETER! YOU KNOW HOW FRAGILE YOU ARE!

SUCH A NICE BOY! NOT A WILD ROWDY, LIKE SO MANY OTHERS!

BUT, ONCE ALONE IN HIS ROOM, THE COMPLEX, SENSITIVE, ANGUISHED YOUTH WHO IS PETER PARKER FINDS THAT HE CANNOT STUDY... HE CANNOT CONCENTRATE ON ANYTHING, EXCEPT...

AM I REALLY BEING A *COWARD*? IS IT THAT I'M *AFRAID* TO FACE BETTY? AFRAID TO TELL HER THE TRUTH?

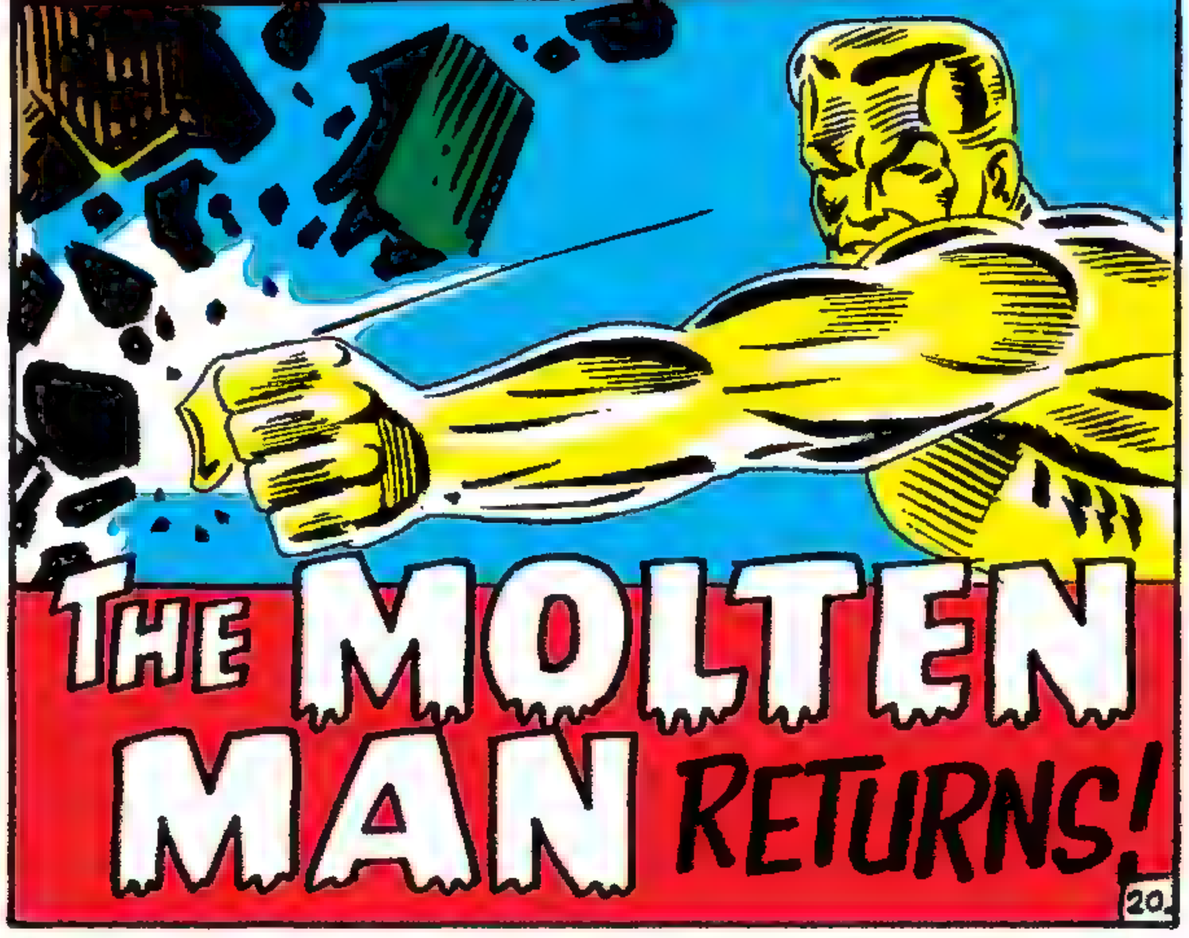
AM I AFRAID OF HER REACTION WHEN SHE LEARNS OF THE SECRET I'VE KEPT FROM HER ALL THESE YEARS?

NO! THIS IS NO GOOD! IT'S USELESS! I'VE GOT TO LEARN TO *ACCEPT* THINGS AS THEY ARE!

I'VE GOT TO STOP *THINKING* OF BETTY! TO ME, IT MUST BE AS THOUGH SHE DOESN'T EXIST! IT'S THE ONLY WAY! BECAUSE, SHE'D *NEVER* ACCEPT ME AS *SPIDER-MAN*...

...BUT, SPIDER-MAN I'VE BEEN... AND SHALL ALWAYS BE... FOR AS LONG AS I LIVE!

NEXT:



THE MOLTEN MAN RETURNS!

the AMAZING SPIDER-MAN

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35 APR

"The MOLTEN MAN Regrets...!"

THE AMAZING SPIDER-MAN!

"THE MOLTEN MAN REGRETS....!"

IT'S CHANGE-OF-PACE TIME ONCE AGAIN, SO CLIMB ABOARD FOR THE *ACTION...!*

THIS ONE IS FOR THE REAL OLD-FASHIONED, DYED-IN-THE-WOOL SPIDEY FANATICS WHO LIKE TO SEE OL' WEB-HEAD FIGHTING AS ONLY HE CAN! WE ENVY YOU...YOU'RE GONNA HAVE YOURSELF A *BALL!*

1

SCRIPT & EDITING..... STAN LEE | PLOT & ARTWORK.... STEVE DITKO | LETTERING & LOITERING.... ART SIMEK

OUR SOMEWHAT SENSATIONAL SAGA BEGINS WHERE SO MANY OF THEM *END*--IN A COLD, SOMBER PRISON CELL, SOME MONTHS AGO, WHERE WE FIND...

OKAY, RAXTON, LOOK ALIVE! HIZZONER WANTS TO SEE YOU! SO LET'S *GO!*

FINALLY GONNA *SENTENCE* ME, HUH? WELL, I'M NOT WORRIED! THEY TELL ME HE'S USUALLY SOFT ON FIRST OFFENDERS!

AND, IT SEEMS THAT THE *MOLTEN MAN* HAS BEEN TOLD *RIGHT*--!

BECAUSE YOU BECAME WHAT YOU ARE THRU AN UNFORE-SEEN *ACCIDENT**-- AND YOU HAVE OFFERED TO PAY FOR THE DAMAGES YOU'VE CAUSED-- I'M GIVING YOU A *SUSPENDED SENTENCE*, RAXTON!

THANKS, YOUR HONOR! YOU WON'T BE SORRY!

*AS SPRIGHTLY SHOWN IN SPIDEY#28--STAN.

MINUTES LATER, ONE OF THE STRANGEST FOES SPIDER-MAN HAS EVER FOUGHT LOSES HIMSELF AMONGST THE CITY'S TEEMING MILLIONS ONCE AGAIN...

FREE AT LAST! LUCKY I WAS A MODEL PRISONER AND ACTED REPENTANT!

NOW IT'S UP TO ME TO MAKE SURE I *STAY* FREE! NO MORE JAILS FOR THE *MOLTEN MAN!*

LATER, IN THE PRIVACY OF HIS OWN APARTMENT, RAXTON PEELS OFF HIS OUTER CLOTHES, AGAIN TO REVEL IN HIS AWESOME POWER...

HAH! I'M AS STRONG AS EVER --MAYBE EVEN *STRONGER!*

SPIDER-MAN BEAT ME THE FIRST TIME WE FOUGHT, FOR MY POWER WAS *NEW* TO ME! I DIDN'T REALIZE HOW TO *HANDLE* IT!

BUT NOW, I'VE HAD TIME TO THINK--TO PLAN--TO MAKE SURE THAT THE MOLTEN MAN WILL *NEVER* BE BEATEN AGAIN!

I WON'T MAKE THE MISTAKE OF RUNNING WILD A SECOND TIME, USING NOTHING BUT MY POWER! THIS TIME I'VE FIGURED ALL THE ANGLES--

FIRST, I'LL LAY LOW FOR A WHILE --AND THEN-- I'LL *STRIKE!*

THUS, THRU THE MAGIC OF OUR IMAGINATION, WE NOW BRIDGE THE GAP OF TIME! MANY DAYS LATER, AN EXCLUSIVE MADISON AVENUE JEWELRY SHOP RECEIVES A DISTINGUISHED-LOOKING PATRON...

NO! NO! THOSE GEMS ARE ALL TOO ORDINARY--TOO PEDESTRIAN! HAVE YOU NOTHING MORE EXOTIC--MORE EXPENSIVE??

WHY, *YES* SIR--WE DO! I'LL BE DELIGHTED TO SHOW THEM TO YOU!

REMEMBER, MONEY IS OF NO CONCERN TO ME! I WILL ONLY CONSIDER YOUR VERY *FINEST* JEWELS!

I WISH I HAD A DOZEN *MORE* CUSTOMERS LIKE HIM! I COULD RETIRE IN A WEEK!

I'LL HAVE THEM FOR YOU IN A MOMENT, SIR--AS SOON AS I OPEN THE SAFE!

I'M SURE *THESE* ARE WHAT I WANT! DON'T EVEN BOTHER TO *SHOW* THEM TO ME! I'LL TAKE THEM *ALL*!

BUT--I DON'T *UNDERSTAND*! WAIT--YOU *CAN'T*--

UHHHH--!

SO! YOU'RE NOTHING BUT A *CROOK*! WELL, YOU MAY HAVE FOOLED ME AT *FIRST*, BUT YOU WON'T GET *AWAY* WITH IT!

IF YOU THINK THAT TOY WILL STOP ME, YOU'RE IN FOR A VERY RUDE *SURPRISE*!

RAISE YOUR HANDS--I *WARN* YOU! STAY *BACK*--!

YOU SHOULD HAVE *LISTENED* TO--*WHA*--?!!

A *BULLET-PROOF VEST*! THAT *HAS* TO BE THE ANSWER!

SO YOU THINK IT'S A *VEST*, DO YOU?

CRACK!

CAN A VEST DO--*THIS*??!

Y-YOU *CRUSHED* THE GUN--LIKE AN *EGG-SHELL*--!!

BUT, AS A SAGACIOUS FATE WOULD HAVE IT, OUR FRIENDLY NEIGHBORHOOD ***SPIDER-MAN*** IS BLITHELY ROMPING ACROSS THE ROOFTOPS DIRECTLY ABOVE AT THAT VERY MOMENT! (WHICH IS AS LUCKY FOR ***US*** AS FOR THE MERCHANT BELOW--ELSE WE'D HAVE A SUPER HERO YARN ***SANS*** SUPER HERO!)

THAT WAS A ***SHOT***-- FROM THE JEWELRY STORE BENEATH ME!

IT MUST MEAN ***TROUBLE***-- BECAUSE IT'S A HECKUVA PLACE FOR A SKEET-SHOOTING SET-UP!

OKAY, BEAVER! STAY WHERE YOU ARE TILL I LEARN WHAT'S GOING ***ON*** HERE!

SPIDER-MAN!

DON'T ***HIT*** ME! I'M NO MATCH FOR ***YOU***! I GIVE UP! ***I GIVE UP!***

GOOD DEAL! THAT'LL SAVE US ***BOTH*** A LOT OF TROUBLE!

HE TRIED TO ***ROB*** ME!

I SORT OF ***GUESSED*** THAT!

HAH! BUT YOU ***DIDN'T*** GUESS THAT I MERELY WANTED YOU TO RELAX YOUR GUARD--AND YOU ***DID***! NOW IT'S ***MY*** TURN!

WOZZ

UNNNHHH...!

DIDN'T *EXPECT* A RECEPTION LIKE THIS, *DID* YOU?

I MUSTN'T *LET UP!* I'VE GOT TO *KEEP* HIM OFF-BALANCE--KEEP HIM ON THE RECEIVING END!

WHAT'S HOLDING YOU *UP?* YOU SHOULD HAVE BEEN OUT *COLD* BY NOW!

HELP! HELP! POLICE! HELP!

BLAST IT! I FORGOT ABOUT THAT SCREECHING *SALESMAN!*

*STOP HIM SOMEBODY! HE'S GETTING *AWAY!* UHHH!*

COPS'LL *BE* HERE SOON! I'VE GOT TO *SCRAM!*

*LOOK OUT! WATCH IT! YOU'RE IN MY *WAY!*

THEN, BY THE TIME SPIDEY CAN REACH THE DOOR...

IT FIGURED! HE'S *GONE!*

BUT, HE'S TOO *STRONG*-- TOO *DANGEROUS* TO RUN FREE!

MAYBE IF I REACH THE *ROOF* IN TIME, I CAN SPOT HIM FROM UP THERE!

BUT, AS USUAL, SPIDEY'S LUCK RUNS TRUE TO FORM ---ALL BAD!

LOOKS LIKE I *LOST* HIM! NOW TO MAKE SURE HE DOESN'T PICK UP THE TRAIL *AGAIN!*

MINUTES LATER, THE "BIG SPENDER" REACHES HIS DECREPIT DIGS...

THERE! ONCE I DESTROY THIS DISGUISE, THERE'LL BE NOTHING TO LINK THE MOLTEN MAN WITH THAT ESCAPED GEM THIEF!

THE ONLY THING WRONG IS--I ESCAPED EMPTY-HANDED! IN THE EXCITEMENT, I LEFT THE LOOT BEHIND!

SO SPIDER-MAN FOULED ME UP ONCE MORE! BUT IT WON'T HAPPEN AGAIN--

--'CAUSE IF IT DOES, I'LL FINISH HIM OFF --FOR GOOD!

WHILE, IN A DIFFERENT NEIGHBORHOOD, WE FIND OUR FABULOUS, FRUSTRATED FRIEND...

NO SIGN OF HIM ANYWHERE!

WHOEVER HE WAS, HE GAVE ME THE SLIP THIS TIME!

THEN, RETURNING TO HIS NORMAL IDENTITY OF PETER PARKER, THE YOUTH READS A FRONT-PAGE ACCOUNT OF WHAT HAS JUST TRANSPIRED...

ACCORDING TO THE JEWELRY STORE CLERK'S SWORN STATEMENT, THAT WOULD-BE ROBBER CRUSHED A REVOLVER IN HIS BARE HAND!

AND I BELIEVE IT! THE WAY HE WHOPPED ME, HE'S MORE THAN AN ORDINARY EVERYDAY CROOK!

BUT, HOW MUCH MORE? THAT'S WHAT I'VE GOT TO FIND OUT!

THERE WAS SOMETHING DISTURBINGLY FAMILIAR ABOUT HIM--IF ONLY I COULD PUT MY FINGER ON IT--!

HE COULD EASILY HAVE BEEN WEARING A DISGUISE-- SO HE MIGHT HAVE BEEN ALMOST ANYBODY! PERHAPS EVEN SOME FORMER ENEMY OF MINE!

BOY, HE SURE PACKED A PUNCH LIKE IRON!

IRON! IRON'S A METAL! AND HIS PUNCH FELT LIKE METAL!

IT'S A LONG SHOT --BUT IT COULD BE-- THE MOLTEN MAN! I'D BET ON IT!

WITHIN SECONDS, THE AMAZING WEB-SLINGIN' ADVENTURER IS BACK ON THE PROWL AGAIN AS HE HEADS FOR A SEEDY ROOMING HOUSE, NEAR THE WATERFRONT...

IF I REMEMBER RIGHTLY, THIS IS WHERE MOLTEY LIVED THE *LAST* TIME WE FOUGHT!

NOTHING'S CHANGED MUCH! NO REASON TO THINK HE MOVED ANYWHERE ELSE! HE PROBABLY *STILL* LIVES HERE!

THE PLACE IS *EMPTY* NOW--BUT *THAT* DOESN'T MEAN ANYTHING!

NO HARM IN WAITING AROUND FOR A WHILE AND SEEING WHAT HAPPENS!

THEN, BEFORE TOO VERY LONG...

A *LIGHT* JUST WENT ON! HE'S *BACK!*

I WAS RIGHT! HE'S LIVING HERE AGAIN!

BUT, I STILL HAVE NO *PROOF* THAT RAXTON IS THE MAN I'M AFTER!

A HALF HOUR LATER...

HE'S GONE TO BED! THIS IS MY CHANCE!

I'LL JUST STICK ONE OF MY LITTLE "*SPIDER TRACERS*" BEHIND THE LAPEL OF HIS JACKET -- THERE!

THAT'S THAT! NOW IT'LL BE A CINCH FOR ME TO KEEP TABS ON HIM, NO MATTER WHAT!

AND, AS THE DAYS SLOWLY PASS...

THERE'S THE *SIGNAL!* THAT MEANS HE'S ON THE MOVE NOW!

FALSE ALARM! HE'S JUST WALKING AROUND--! HE SEEMS ABOUT AS MENACING AS A TOOTSIE ROLL!

AND SO IT GOES, DAY AFTER DAY, UNTIL...

THE SIGNAL *AGAIN!* IT'S PROBABLY A WASTE OF TIME--BUT I CAN'T AFFORD TO TAKE ANY CHANCES!

IF THIS IS ANOTHER FALSE LEAD, I'LL HAVE TO FORGET THE WHOLE THING! I CAN'T KEEP NEGLECTING MY STUDIES THIS WAY MUCH LONGER!

I WONDER HOW MANY *OTHER* SUPER HEROES ARE AS WORRIED ABOUT PASSING THEIR *EXAMS* AS ABOUT BELTING THE BAD GUYS ?

THERE HE IS *NOW!* BUT-- WHY IS HE WALKING ALONG A LONELY BACK ALLEY THAT WAY?

WELL, I GUESS I'LL FIND OUT SOON ENOUGH!

WHAT GOES IN HAS TO COME *OUT*-- AND I'M WAITING HERE UNTIL HE *DOES!*

I'VE A HUNCH I'LL BE GETTING SOME *ANSWERS* PRETTY SOON!

THEN, FINALLY...

HOW *ABOUT* THAT! HE'S DISGUISED HIMSELF *AGAIN!*

WHATEVER HE'S UP TO, IT'S GOT TO BE SOMETHING *CROOKED*, OR HE WOULDN'T NEED A DISGUISE!

SO, *THIS* TIME I'M NOT LETTING HIM OUT OF MY SIGHT!

HE'S CUTTING THRU THE ALLEY RIGHT BEHIND THE JEWELRY SHOP HE TRIED TO ROB BEFORE!

HE MUST FIGURE NO ONE WOULD EXPECT HIM TO TRY THE SAME PLACE A *SECOND* TIME!

THERE! THAT TAKES CARE OF THE BURGLAR ALARM! NOW, THE REST WILL BE A *SNAP!*

SKRUNCH!

THE LOCK HASN'T BEEN *BUILT* THAT CAN KEEP *ME* OUT!

RRRIPP!

WHILE, A SHORT DISTANCE AWAY...

I WONDER WHAT HE'D SAY IF HE KNEW I'M *PHOTOGRAPHING* HIS WHOLE ROUTINE?!!

CLICK!

SO FAR, SO GOOD! NOW, ALL I'VE GOT TO DO IS GET THAT *SAFE* OPEN, AND THE JOB IS DONE!

AND FOR *ME*, THAT WON'T BE AS HARD AS IT SOUNDS!

BEING METALLIC ITSELF, MY *SKIN* IS SENSITIVE TO THE SOUND OF THE *OTHER* METAL WITHIN THE LOCK TUMBLERS!

IT'LL TAKE ONLY A FEW MORE SECONDS TO DETECT THE PROPER COMBINATION! AHHH--I'M GETTING IT *NOW!*

YOU SURE ARE!

SPIDER-MAN!!

SHUCKS!! I HOPED YOU'D THINK I WAS YOGI BERRA!

THAT'S A MIGHTY SHABBY *SUIT* YOU'RE WEARING, MISTER! IT MIGHT LOOK BETTER IF I COVER IT UP WITH SOME WASH-AND-WEAR *WEBBING!*

YOU WON'T GET ME WITH THAT BLASTED STICKUM *THIS* TIME--!

MY SUIT WAS SPECIALLY DESIGNED SO I COULD SHED IT IN *SECONDS*-- IN CASE I RAN INTO *YOU!*

THERE! I GOT *OUT* OF IT BEFORE YOUR WEBBING COULD COMPLETELY *DRY!*

SO, YOUR BEST WEAPON IS *TOTALLY USELESS!* IT CAN'T STICK TO MY SLIPPERY, MOLTEN BODY!

TOO BAD! IT WOULD HAVE BEEN A *PLEASURE* TO SHUT YOUR SLIPPERY, MOLTEN *MOUTH* FOR YOU!

AND NOW, WE PROMISED *ARTIE SIMEK* WE'D LET HIM GO WILD WITH SOUND EFFECTS FOR A PAGE OR TWO, SO HERE GOES--

THWOP!

PUH-TWEE!

BRRAKKK!

KA-POW!

WOK!

SPWAT!

KA-BO

RAK!

HAH! I PROVED I COULD TAKE THE *BEST* YOU CAN DISH OUT!

AND NOW, FROM HERE ON IN, *I'M* GONNA BE CALLING THE TUNE--HEAR??

FIRST, USING THE METALLIC POWER OF MY MOLTEN BODY, I'LL CRUSH ALL THE FIGHT OUT OF YOU WITH AN UNBREAKABLE *BEAR HUG!*

YOU'RE JUST WHISTLING IN THE DARK, MOLTEY--

YOU CAN'T BEAT *ME* THAT WAY!

NO BEAR HUG CAN STOP MY *WEBBING* FROM ZIPPIN' UP TO THE CEILING, AND *STICK-ING* THERE!

WHAT GOOD'LL *THAT* DO YOU?

I WAS *HOPING* YOU'D ASK!

YOU'RE *BLUFFING!*

THINK SO? JUST *WATCH--!*

MOVING WITH DAZZLING SPEED, THE AMAZING *SPIDER-MAN* DOES A SUDDEN, BREATH-TAKING, ACROBATIC *FLIP-OVER,* AND THEN...

CAN'T HOLD ON!! FALLING!! HAVE TO *LET GO--!*

HOPE YOU'RE PAYING *ATTENTION,* MOLTEY! YOU'LL BE THE ENVY OF THE PRISON GYM WHEN YOU DEMONSTRATE THIS LITTLE STUNT TO YOUR FELLOW *INMATES!*

AND NOW, JUST *HOLD THAT POSE,* MISTER!

BOY! YOU'LL TRY *ANYTHING* WHEN YOU'RE DESPERATE, HUH?

BUT A FEW WILD *KICKS* AREN'T GONNA STOP ME *NOW,* YOU GOLDEN GOON!

KA-

BUT, HIS RANDOM KICK *DOES* HELP THE MOLTEN MAN, FOR IT CAUSES SPIDEY TO COVER HIS FACE IN ORDER TO SHIELD HIMSELF FROM FLYING GLASS--!

KAWANG!

AND, IN THAT BRIEF INTERVAL, THE METALLIC MENACE MANAGES TO GAIN THE INITIATIVE AGAIN--ALBEIT TEMPORARILY!

GET *BACK!* *BACK!*

=*WHEW!*= YOU'VE GOT A CONVINC-ING WAY OF *ASKING* A FELLA, MOLTEY!

KOOM!

JUST WHAT I *NEEDED*-- A CHANCE TO *ESCAPE!*

THAT SHATTERED WINDOW IS SURE TO BRING THE *POLICE!* I'VE GOT TO VANISH BEFORE THEY ARRIVE!

WITHOUT *NABBING* ME, NO ONE CAN PROVE I WAS INVOLVED IN THESE ATTEMPTED ROBBERIES!

HE'S *GONE* AGAIN!

BUT *THIS* TIME HE WON'T GET AWAY FROM ME!

NOT WHILE I KNOW WHERE HE'S SURE TO BE *HEADING!*

I'LL JUST GET THERE VIA THE *SKYWAY*--- THERE'S LESS *TRAFFIC* UP HERE!

AND, AS FOR THE MOLTEN MAN...

MADE IT! AND I DIDN'T SEE THAT BLASTED WEB-SPINNER *FOLLOWING* ME-- SO I'M *SAFE* AGAIN!

NOW I'LL FIGURE OUT A WAY TO STRIKE BACK AT *HIM*--WHEN HE LEASTS EXPECTS IT!

YOU'D BETTER FIGURE *FAST*, CHUM-- BECAUSE I DON'T INTEND TO HANG AROUND HERE WAITING FOR YOU MUCH *LONGER!*

YOU! NO! IT--IT ISN'T *POSSIBLE!*

IT *ISN'T?* THIS IS A *FINE* TIME TO TELL ME!

AND NOW, LET'S SEE --WHERE DID WE LEAVE OFF--??

RIGHT *HERE!* WITH ME MAKING SURE THAT YOU'LL NEVER INTERFERE WITH MY PLANS AGAIN!

UNHHH! I *DESERVE* THIS FOR BEING SO *CARELESS!* I NEVER EXPECTED HIM TO ATTACK SO *FAST!*

ONCE I'VE BEATEN *YOU*, THERE'LL BE NOBODY *LEFT* TO STOP ME!

WHAM!

DON'T KID YOURSELF! THERE'S ALWAYS IRVING FORBUSH!

WHO'S *HE?*

FORGET IT! IT'S AN *"IN"* JOKE!

BTAWMM!

OKAY--TIME'S *UP!* IF YOU WANNA USE ME FOR A PUNCHING BAG ANY LONGER, YOU'LL HAVE TO PAY UNION RATES!

LOK!

AND NOW, HERE'S SOMETHING I HAD MADE SPECIALLY *FOR* YOU! I DON'T WANT TO BE UNPREPARED IF I LEARN IT'S YOUR *BIRTHDAY!*

IN CASE YOU'RE WONDERING, IT'S THE BETTER TO TIE YOU UP WITH, RED RIDING HOOD!

IT'LL BE EASIER THAN SKINNING MY KNUCKLES ALL DAY ON YOUR THICK HEAD!

OH NO, WISE GUY! I'M NOT GONNA BE AS EASY TO TRAP AS I WAS *LAST* TIME WE FOUGHT!

I'M A LOT SMARTER, AND STRONGER, AND TOUGHER THAN I USED TO BE!!

SURE! AND YOU PROBABLY HAVE 23% FEWER CAVITIES, TOO! SO *WHAT?!!*

WHOOOP! NICE TRY-- BUT THAT LITTLE PUNCH IS GONNA BE YOUR *LAST MISTAKE,* MOLTEY!

AND THAT *KICK* WAS DIRTY POOL, IF YOU ASK *ME!*

KEEP TALKIN', CREEP! AS SOON AS I LAND ONE MORE PUNCH, YOU WON'T BE *ABLE* TO-- EVER AGAIN!

NOW, JUST STAY WHERE YOU ARE, WEB-HEAD -- THIS IS THE *PAY-OFF!*

YOU'RE SO *RIGHT*, BIG MOUTH--ESPECIALLY SINCE I'VE GOT *BOTH* YOUR HANDS NOW!

BAH! WHAT DOES *THAT* MEAN ??!

JUST *KEEP* HOLDING ON, YOU MASKED NITWIT! ONCE I SWING MY ARMS AROUND, YOU'RE GOING FOR A *RIDE* YOU'LL NEVER FORGET!

I *EXPECTED* THAT, HAMHEAD! BUT, I'VE GOT *NEWS* FOR YOU--

YOU'RE GOING, TOO-- SO LONG AS I HOLD ONTO YOUR LITTLE GOLDEN *FOOTSIE* HERE!

UNHHHHH--!

AND NOW, FOR THE *COUP DE GRACE!*

WHEN YOU GET TO THE PRISON LIBRARY, YOU CAN BORROW A DICTIONARY AND LOOK THAT UP, LITTLE MAN!

ALL RIGHT-- SO YOU'VE GOT ME HOG-TIED! SO *WHAT?* YOU CAN'T *PROVE* I WAS INVOLVED IN ANY ROBBERIES! IT'LL JUST BE *YOUR* WORD AGAINST *MINE!*

I'LL BE AS FREE AS THE BREEZE LATER ON-- FREE TO PAY YOU *BACK* FOR THIS--IN *SPADES!*

BOY! ARE *YOU* ABOUT TO LEARN THE FACTS OF LIFE--!

MINUTES LATER, A SCENE WHICH OCCURRED A FEW MONTHS AGO IS REPEATED ANEW-- TO THE EXTREME DISCOMFITURE OF A MAN NAMED RAXTON...

LOOKS LIKE THIS IS GETTING TO BE A *HABIT* WITH YOU, FELLA!

GET ME *OUT* OF HERE! YOU'VE NOTHING ON *ME!*

ACCORDING TO THIS NOTE FROM *SPIDER-MAN,* IF WE HOLD YOU FOR A LITTLE WHILE, HE'LL BRING US *PROOF* THAT YOU WERE INVOLVED IN SOME *ROBBERY* ATTEMPTS!

WELL, I GUESS WE CAN STAND YOUR COMPANY FOR A WHILE, IF YOU'LL PUT UP WITH *OURS!*

GET HIM *DOWN* FROM THERE! WE'LL HOLD HIM ON SUSPICION OF ROBBERY FOR AS LONG AS WE CAN!

HOLD IT, NOW! EVEN THOUGH THE ACTION'S OVER, WE WANT YOU TO STICK AROUND FOR THE WRAP-UP! IT WON'T TAKE LONG...

FOR ONCE EVERYTHING WORKED OUT *PERFECTLY!* I HAD MY CAMERA ALL SET UP AND SNAPPED EVERYTHING I NEED!

WOW! I CAN HEAR RAXTON BELLOWING TO BEAT THE BAND FROM 'WAY OUT *HERE!*

YOU CAN'T *DO* THIS TO ME! I KNOW MY RIGHTS! YOU CAN'T KEEP ME HERE! I DIDN'T *DO* ANYTHING! I'M AS INNOCENT AS A NEW-BORN BABY!

WE'RE GLAD TO *HEAR* THAT, RAXTON! WANT US TO FETCH YOUR *FORMULA* FOR YOU?

ANYWAY, IF YOU GO CHARGING *OUT* OF HERE, YOU'LL PROBABLY JUST GET TIED UP BY *SPIDER-MAN* AGAIN! YOU'RE BETTER OFF WHERE YOU *ARE!*

YOU *TELL* 'IM, SARGE!

MY *EARS* WERE BURNING! SOMEONE MENTION MY NAME?

THESE PICTURES SHOULD GIVE YOU ALL THE EVIDENCE YOU NEED TO HOLD THE MOLTEN MAN UNTIL HE *TARNISHES!*

SPIDER-MAN! YOU KEPT YOUR WORD!

LET *ME* SEE WHAT'S IN THAT ENVELOPE! I DON'T *BELIEVE* IT!

SURE, TAKE A LOOK! BELIEVE IT *NOW,* MISTER RAXTON?

SHOTS OF ME CHANGING DISGUISE-- BREAKING INTO THE SHOP-- *EVERY-THING!* H-HOW--??

BRING YOUR NOTEBOOK, LOU! WE'VE GOT A *CONFESSION* COMING UP!

BUT, ENOUGH OF SUCH SORDID GOINGS-ON! LET US NOW CHANGE OUR SCENE--IT'S A SHORT TIME LATER--AS WE VISIT THE *DAILY BUGLE* WITH A PENSIVE PETER PARKER...

IT SHOULDN'T BE HARD TO SELL MY REMAINING PHOTOS OF THE MOLTEN MAN TO JOLLY JONAH NOW!

FUNNY--I'M SORT OF NERVOUS ABOUT FACING BETTY!!

HELLO, BETTY! IS J. J. IN HIS OFF-- *WHA--?* *YOU'RE* NOT BETTY!!

OH, YOU MUST BE *PETER PARKER,* THE YOUNG PHOTOGRAPHER I HEARD ABOUT!

YES, I GUESS THAT'S RIGHT! BUT--WHERE'S *BETTY?* IS SHE ON VACATION?

NO! SHE DOESN'T *WORK* HERE ANY MORE!

WHAT?!! SHE'S *GONE?!?*

BUT SHE *LEFT* SOMETHING WITH ME! I WAS ASKED TO *GIVE* IT TO YOU WHEN I SAW YOU....!

MY *PHOTO!* IS--IS THIS *ALL?*

WHY, *YES!* I'M AFRAID SO--!

WHAT ABOUT *NED LEEDS?* DID *HE* LEAVE--TOO?

I BELIEVE HE *DID* GO TO THE WEST COAST! ACTUALLY, I'M STILL *NEW* HERE--I'M NOT SURE OF EVERY-BODY'S WHEREABOUTS!

HE'S BEEN *WANTING* TO MARRY HER! AND NOW--THEY'RE *BOTH* GONE! IT MUST MEAN--THAT THEY--THEY--

AWW, WHAT'S *WRONG* WITH ME?? WHAT DO *I* CARE?!?!

HERE! I BROUGHT THESE PHOTOS FOR JAMESON! HE CAN *HAVE* THEM!

BUT, WHAT ABOUT YOUR *CHECK?*

HE KNOWS MY ADDRESS--LET HIM *MAIL* IT!

WAIT! YOUR PICTURE! YOU FORGOT IT!

MY PICTURE--?

"TO BETTY-- FOREVER! PETER."

FOREVER! I WONDER WHEN I WROTE THAT--?

--MUST HAVE BEEN-- A LIFETIME AGO!

THE END

NEXT ISH...

...A SWINGIN' SUPER-VILLAIN, SO DIFFERENT, SO NEW, WE CAN'T EVEN TELL YOU HIS NAME YET!

LET'S MEET HIM TOGETHER IN *SPIDER-MAN #36!* 'NUFF SAID!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

IND.

36
MAY

SPIDEY AS YOU LIKE HIM!
IN COLLEGE! IN TROUBLE!
IN ACTION! ACTION! ACTION!

"WHEN FALLS THE METEOR!"

THE AMAZING SPIDER-MAN!

"WHEN FALLS THE METEOR!"

SCRIPT & EDITING: STAN LEE | PLOT AND ARTWORK: STEVE DITKO | LETTERING 'N STUFF: ART SIMEK

A METEOR FALLS!

A MAN REACHES THE SCENE!

I KNEW I SAW IT LAND HERE! I KNEW IT!

IT'S JUST THE TYPE I'VE BEEN SEEKING!

AND, OUR TITANIC TALE BEGINS!

NOW I'LL BE ABLE TO PROVE THAT METEORS CONTAIN MICROSCOPIC LIVING MATTER!

WITH THIS, I MIGHT SOLVE THE RIDDLE OF THE UNI-VERSE!

FAME AND FORTUNE WILL BE MINE!

BUT, NORTON G. FESTER IS SOON TO LEARN THAT IT TAKES MORE THAN A CRAVING FOR WEALTH TO SOLVE UNIVERSAL SECRETS THESE DAYS! IT ALSO TAKES--

--MONEY! I MUST HAVE MONEY TO FINANCE MY RESEARCH INTO THE ORIGIN OF LIFE IN THE UNIVERSE!

SORRY, FESTER! WE'RE MORE INTERESTED IN MAKING NEW MIRACLE INGREDIENTS FOR HAIR TONIC! TRY A BANK!

AND, TRY HE DOES, WITH THESE NOT-TOO-SURPRISING RESULTS--

BUT, WHEN I BECOME AS FAMOUS AS DARWIN--GALILEO--ARISTOPHENES--I'LL PAY YOU BACK WITH INTEREST!

MOST GENEROUS OF YOU, SIR! BUT, UNTIL THEN, WE'D PREFER YOU TO BORROW FROM SOME OTHER INSTITUTION!

YOU'LL BE SORRY! YOU'LL ALL BE SORRY!

LOAN

BUT, NORTON G. FESTER IS NOT THE TYPE TO TAKE NO FOR AN ANSWER! (IF HE WERE, THIS WOULD BE THE SHORTEST SPIDER-MAN TALE ON RECORD!)

ALL MY FEW REMAINING FRIENDS TURNED ME DOWN! THEY CALL ME A FANATIC--A NUT! JUST BECAUSE I'M AN UNDISCOVERED GENIUS!

THEY MOCK ME BECAUSE I'M TOO SMART TO WORK--TOO CLEVER TO HOLD DOWN A JOB! EVERYONE'S JEALOUS OF ME!

OKAY! I DON'T WANT YOUR MONEY! I'LL GET ALONG WITHOUT IT!

JUST BECAUSE I FLUNKED SCIENCE IN SCHOOL DOESN'T MEAN I CAN'T DISCOVER THE SECRET OF THE UNIVERSE! I'VE AS MUCH CHANCE AS ANYONE ELSE!

EVEN IF I CAN'T RAISE MONEY FOR A FANCY LAB AND EXPENSIVE EQUIPMENT, I'LL JUST CHIP AWAY ON MY OWN! MAYBE I'LL ACCIDENTALLY STUMBLE OVER SOMETHING--LIKE ISAAC NEWTON!

YOU GUESSED IT, FRIEND! N.G.F. IS A PART-TIME NUT!

BUT, EVEN A PUSSYCAT LIKE *HIM* CAN HAVE A LUCKY BREAK-- IF THAT'S WHAT YOU WANNA CALL *THIS*--!

=*UHHHH!*= I-I MUST HAVE HIT INTO A *GAS POCKET!*

CAN'T *BREATHE!* IT'S *CHOKING* ME! GOT TO GET *AWAY* FROM IT--!

COUGHING, GASPING, FESTER FALLS BACK AGAINST A LOOSE, UPRIGHT CABINET...

THE GAS WON'T *LEAVE* ME! IT'S *CLINGING*-- =*KOFF KOFF*= -- SEEPING RIGHT INTO MY *SKIN!!*

THUMP!

THEN, FOR A FEW SILENT MOMENTS, ALL IS QUIET--

UNTIL-- OHHHH! THOSE WISPS OF GAS-- JUST FADING AWAY *NOW!* AND THAT STRANGE *ODOR* --WHY--WHY DO I FEEL SO--*DIFFERENT??*

SOMETHING'S LYING ON MY BACK! I'VE GOT TO *REMOVE* IT--!

N-NO! *NO!* IT ISN'T *POSSIBLE!*

EVEN *EMPTY*, THIS CABINET WEIGHS AT LEAST A HUNDRED POUNDS! BUT-- I'M LIFTING IT LIKE A *FEATHER!*

I'VE GOT TO TRY SOME-THING *ELSE*-- QUICKLY--!

THERE'S NO DOUBT *ABOUT* IT! MY STRENGTH HAS BEEN *MULTIPLIED* MANY TIMES! IT MUST BE THE *METEOR GAS*-- *THAT'S* WHAT AFFECTED ME!

THIS MEANS *GOOD-BYE* TO NORTON G. FESTER, PROFESSIONAL FAILURE!

AND IT MEANS *HELLO* TO-- TO--*WHAT?*

I'D BETTER EXAMINE MYSELF MORE COMPLETELY!

EVEN MY ARMS-- MY LEGS-- MY BODY-- THEY ALL FEEL STRANGELY *DIFFERENT!*

--AS THOUGH SOME SUPER-HUMAN *POWER* IS COURSING THRU ME!

I FEEL SO STRONG--SO *ALIVE!* AS THOUGH I CAN DO *ANYTHING!*

I'VE GOT TO BE SURE IT'S NOT MY *IMAGINATION!* I'VE GOT TO *TRY* SOME-THING--!

-*GASP!*- I CAN'T BE IMAGINING *THIS!* MY *MUSCLES* THEMSELVES HAVE MANY TIMES THEIR NORMAL POWER!

IT'S WHAT EVERYBODY ALWAYS *DREAMS* OF IN HIS WILDEST FANTASIES! HOW *WONDERFUL*-- HOW *FITTING* THAT IT HAPPENED TO *ME!*

I'M TOO *CLEVER* TO WASTE SUCH A GOLDEN OPPORTUNITY!

CAN'T STOP TESTING MY *STRENGTH!* I'M A *POWER-HOUSE!*

NEVERMORE WILL I HAVE TO WORRY ABOUT GETTING *MONEY* WHEN I WANT IT! NOT NOW --WITH MY SUPER-HUMAN POWER!

THE *WORLD* CAN EVENTUALLY BELONG TO NORTON G. FESTER-- IF I PLAN *CAREFULLY!*

AND NOW, BEFORE SOME BRAND ECHH DROPOUT SUGGESTS THAT WE CHANGE THE NAME OF THIS MAG TO *THE AMAZING FESTER-MAN,* WE'LL SWITCH OUR SCENE TO THE CAMPUS OF EMPIRE STATE U., WHERE WE FIND PEERLESS PETER PARKER ENGAGED IN ONE OF HIS SILENT, SWINGIN' SOLILOQUIES--!

DUE TO MY RECENT BATTLES WITH *KRAVEN* AND THE *MOLTEN MAN,* I'VE BEEN FORCED TO MISS A LOT OF CLASSES!

AND, WHAT'S EQUALLY BAD IS THE FACT THAT EVERYONE'S HAD A CHANCE TO GET TO *KNOW* EACH OTHER--AND TO FORM CLOSE FRIENDSHIPS--EXCEPT MRS. PARKER'S BAD LUCK NEPHEW!

BUT, BETTER LATE THAN NEVER! I'LL START MAKING WITH THE CHARM *NOW!*

HI, FELLAS! GREAT DAY TODAY, ISN'T IT? HOW'S IT *GOING?*

FINE!

CAN'T COMPLAIN!

=MUMBLE=

C'MON, OR WE'LL BE LATE!

SOMETIMES I GET THE FEELING I WAS INTENDED FOR A *DIFFERENT* SOLAR SYSTEM!

IT'S JUST AS I *THOUGHT!* THEY'VE ALL FORMED THEIR OWN TIGHT LITTLE GROUPS! P. PARKER, ESQ., IS ON THE OUTSIDE LOOKING IN AGAIN--AS USUAL!

BUT *WAIT!* WHAT'S *THIS?* IS PETEY'S LUCK FINALLY ABOUT TO *CHANGE?*

I STILL SAY YOU'RE *WRONG* ABOUT PARKER BEING A SNOB, GWEN--AND I'LL *PROVE* IT TO YOU!

BE MY GUEST, SAL!

PETER! REMEMBER ME? I'M *SALLY GREEN*--I'M IN YOUR *ENGLISH LIT* CLASS! MAY I *TALK* TO YOU?

SURE THING, SALLY! YOU BET!

HALLELUJAH! THE TIDE'S TURNED AT *LAST!*

I'M HAVING A GET-TOGETHER AT MY PLACE LATER-- JUST FOR THE KIDS IN THE CLASS--

SAY! THAT SOUNDS LIKE A *GREAT* IDEA!

WHY, HE'S JUST AS SWEET AS CAN BE! AND *OH,* THAT DREAMY *SMILE!*

THEN YOU'LL *COME!* I'M *SO* GLAD!

THIS PROVES THAT *NO ONE'S* LUCK CAN STAY BAD *FOREVER!*

I DON'T *UNDERSTAND!* I *NEVER* THOUGHT THEY'D HIT IT OFF SO WELL!

SHE MUST HAVE SAID THE SECRET WORD!

I WAS *HOPING* YOU'D COME, BECAUSE I'M SO ANXIOUS TO HAVE AT LEAST *ONE* BOY WITH *BRAINS,* INSTEAD OF ALL THOSE BRAWNY ATHLETIC TYPES!

OH NO! NOT *AGAIN!* WILL I *ALWAYS* BE THOUGHT OF AS NOTHING BUT AN EGGHEAD??

TELL YOU WHAT, SALLY-- IF I CAN *MAKE* IT, I'LL LET YOU KNOW! I MIGHT BE PRETTY *BUSY* TONIGHT!

BUT--I THOUGHT--! I MEAN-- YOU--WELL, ALL RIGHT!

I TIP MY WIG TO YOU, LADY! YOU HAD HIM PEGGED *100% RIGHT!*

JUST WHEN I THOUGHT HE WAS ACTING HUMAN, HE GAVE ME THE BRUSH --BUT *GOOD!*

WELCOME TO THE CLUB, SAL! NOW YOU'RE *ONE* OF US!

I HATED TO *DO* IT, BUT I *HAD* TO! I DON'T WANT ANOTHER *"BETTY BRANT"* SITUATION DEVELOP-ING AGAIN!

SHE ONLY LIKED ME FOR MY BRAINS, TOO! AND I COULDN'T GO THRU *THAT* KIND OF HEART-BREAK AGAIN!

OKAY, HEARTS-AND-FLOWERS TIME IS OVER! NOW, BACK TO THE DEPARTMENT OF DERRING-DO! AT A MIDTOWN BANK WE FIND...

SORRY, MISTER! IT'S ALMOST CLOSING TIME!

HEY, *WAIT!* HOLD IT! YOU CAN'T--!

ON THE CONTRARY --I *CAN!*

THE *LOOTER* CAN DO *ANYTHING!*

WOK

HE--HE'S MAKING A LEAP *FIFTEEN FEET HIGH!*

STAY *BACK*-- ALL OF YOU! I AM NO *ORDINARY* BANK ROBBER!

IT WAS A STROKE OF *GENIUS* TO EMPLOY THIS *COSTUME*-- AND THE NAME *LOOTER!* THE SHOCK VALUE ALONE EARNS ME PRECIOUS SECONDS!

THERE! THIS GIVES ME THE READY CASH I NEED!

AND MY PREVIOUSLY-PREPARED *DAZZLE LIGHT* WILL AFFORD ME AN EFFORTLESS ESCAPE BY MOMENTARILY *BLINDING* ANYONE NEARBY!

NOW I REALIZE WHY I NEVER MADE THE GRADE AS A SCIENTIST!

I WAS NEVER *CUT OUT* TO BE A SCIENTIST!

MY GREATEST TALENT LIES IN *CRIME!* THERE CAN BE NO DOUBT-- I WAS *BORN* TO BE A MASTER CRIMINAL--A *SUPER*-CRIMINAL!

I WAS BORN TO BE-- THE *LOOTER!*

MINUTES LATER, AT THE APARTMENT LAB OF NORTON G. FESTER--

IT WORKED *PERFECTLY!* BUT, THIS WAS ONLY THE *BEGINNING!* EACH JOB WILL BE *BIGGER*-- MORE *SPECTACULAR!*

AND, IN THE DAYS THAT FOLLOW, THE *LOOTER* KEEPS HIS VOW! EMPLOYING HIS SUPER-STRENGTH TO THE FULLEST, HE BECOMES A ONE-MAN CRIME WAVE--!

BUT, THE MORE HE SEIZES, THE *GREEDIER* HE GETS! AND NOW, 'TIS TIME FOR OUR SWINGIN' *STAR* TO ENTER THE SCENE...

LIKE A WRAITH IN THE NIGHT, THE WORLD'S MOST AMAZING WEB-SPINNER TAKES UP THE CITY-WIDE SEARCH FOR THE ELUSIVE *LOOTER!* BUT, TRY AS HE MAY, HE FINDS--

NO *TRACE* OF HIM! JUST MY LUCK-- THE ONE NIGHT I CAN TAKE A FEW HOURS OFF FROM MY STUDIES--

--AND IT HAS TO BE THE NIGHT THAT THE *LOOTER* IS PROBABLY OUT PLAYING *PINOCHLE!*

BUT, I'VE *GOT* TO FIND HIM SOONER OR LATER! IF HE'S AS DANGEROUS, AS SUPER-POWERED AS THEY SAY, I'M ONE OF THE VERY FEW WHO MIGHT *STOP* HIM!

AND, I'D SURE LIKE TO SEE HOW THAT *DAZZLE LIGHT* OF HIS WORKS!

MEANWHILE, THE OBJECT OF SPIDEY'S ATTENTION HAS A BRAND NEW WORRY OF HIS OWN--

THERE'S NO MORE *GAS* LEFT INSIDE MY METEOR FRAGMENT!

I'VE GOT TO FIND *ANOTHER* SUCH METEOR--IN CASE MY *POWER* STARTS TO WANE!

AND NOW THAT WE'VE PRETTY WELL TELEGRAPHED WHAT'S GONNA HAPPEN NEXT, LET'S REJOIN MR. PARKER, A FEW DAYS LATER--

IT'S TOO *EARLY* TO GO SEARCHING FOR THE LOOTER TONIGHT! I MIGHT AS WELL KILL SOME TIME IN *HERE!*

SPACE EXHIBIT

IF THIS WAS A FEW MONTHS AGO, I'D BE GOING HERE WITH *BETTY,* AND--AWW-- I'VE GOT TO STOP *THINKING* ABOUT HER!

THAT LOOKS LIKE-- *OH!* IT *IS!* IT'S PETER PARKER!

I WONDER IF THIS IS *FATE!* IT COULD BE MY CHANCE TO REALLY GET TO *KNOW* HIM!

I COULD ACCIDENTALLY BUMP INTO HIM INSIDE!

I'LL DO IT!

B

BOY! WOULDN'T I LOVE TO BE ABLE TO BUILD A CONTRAPTION LIKE THIS *MYSELF* SOMEDAY!

WOULDN'T IT BE A *BLAST* IF PEOPLE FOUND OUT THAT OL' ROUGH-'N-TUMBLE *SPIDEY* IS REALLY A DYED-IN-THE-WOOL SCHOLARSHIP STUDENT AND SCIENCE BUFF!

I *HOPED* HE'D SEE ME AND COME OVER TO ME-- BUT HE'S STUDYING THOSE DISPLAYS LIKE THEY'RE *PIN-UPS!*

DARN! I CAN'T TELL WHETHER HE *SAW* ME AND IS *IGNORING* ME, OR WHETHER HE JUST HASN'T *NOTICED* ME!

HOW *ABOUT* THAT! A NEWLY-DISCOVERED *METEORITE* FRAGMENT!

BUT, DIRECTLY OUTSIDE THE WINDOW, *ANOTHER* PAIR OF EYES SIGHTS THE SAME OBJECT--

THAT'S WHAT I'M LOOKING FOR! THE NEW *METEOR!*

IF IT CONTAINS A *GAS POCKET*, I'VE GOT TO *HAVE* IT, TO INSURE MY *POWER!*

THUS, WITHOUT A SECOND THOUGHT, THE *LOOTER* ENTERS OUR SCENE ONCE MORE--!

IT'S *HIM!* I DON'T KNOW WHAT HE'S DOING *HERE*, BUT I CAN'T LET HIM GET *AWAY!*

DISPERSE, YOU WEAKLINGS!

PETER PARKER CAN'T TACKLE HIM! I'VE GOT TO CHANGE TO *SPIDER-MAN!*

WHY-- THE UNMITIGATED *COWARD!* HE'S RUNNING AWAY! HE'S *FRIGHTENED!*

MARS

IF YOU TRY TO *STOP* ME, YOU'LL HAVE ONLY *YOURSELVES* TO BLAME FOR WHAT HAPPENS!

THWOK!

NOW TO GET THE METEOR AND GET *OUT* OF HERE!

HOLD IT, LOOTER! YOUR RUNNING DAYS ARE *OVER!*

HUH? WHO *SAID* THAT??

YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!* THERE'S MY CALLING CARD--!

SPIDER-MAN! WHAT'S HE DOING *HERE?*

HOLD IT, MISTER! IT'S TIME WE GOT TO KNOW EACH OTHER *BETTER!*

I KNOW ALL I *WANT* TO KNOW ABOUT *YOU!* OUT OF MY *WAY!*

I *SAID* OUT OF MY WAY!

BAK!

I HEARD YOU! I HEARD YOU!

THE REPORTS AREN'T EXAGGERATED! HE'S PLENTY *STRONG!* PERHAPS STRONGER THAN *I* AM!

I'LL NEED MY *WITS* THIS TIME AS MUCH AS MY *POWER!*

THIS SHOULD TEACH YOU NOT TO GO AROUND LOOKING FOR TROUBLE! THIS TIME YOU FOUND IT!

THAK!

THANKS FOR THE ADVICE, MASKED MAN! BUT I STILL PREFER GETTING IT FROM DEAR ABBY!

FTOPP!

ONE THING'S IN MY FAVOR! I'M LUCKY HE'S NEW AT THIS SORT OF THING!

OOOH--!

WITH HIS STRENGTH, IF HE HAD MORE EXPERIENCE, IT MIGHT BE "SO LONG, SPIDEY"!

THAT SOCK WOULD HAVE PUT ANYONE ELSE TO SLEEP!

HEY-- LOOK OUT! THAT'S WORTH A FORTUNE!

INDEED? WHAT MAKES YOU THINK IT'S ANY CONCERN OF MINE?

I MERELY WANTED IT TO SERVE AS BAIT-- TO GET YOU WITHIN STRIKING DISTANCE OF ME--LIKE THIS!

UNHHH! HE OUT-MANEUVERED ME!

KLIP!

THOOM!

THERE! THAT WILL HOLD YOU TILL I CAN EFFECT MY ESCAPE! I'M NO COMMON BRAWLER AS YOU SEEM TO BE!

BUT, IT TAKES MORE THAN A FEW SHATTERING BLOWS TO STOP THE AMAZING *SPIDER-MAN!*

COME BACK, LITTLE SHEBA! I WANT TO MAKE SURE YOU DIDN'T SKIN YOUR KNOBBY LITTLE KNUCKLES!

AGAIN??! WHAT DOES IT *TAKE* TO STOP YOU??!

MORE THAN *YOU'VE* GOT, LOOTER!

NOW, IF YOU'LL HOLD NICE AND STILL, IT'LL BE *OVER* BEFORE YOU KNOW IT!

=*WHEW!*= I KEEP PUNCHING--AND HE KEEPS COMING BACK FOR *MORE!*

I WONDER IF HE'S PAYING OFF AN *ELECTION BET,* OR SOMETHING!

I CAN'T OUT-FIGHT HIM--HE'S *TOO SKILLFUL!* BUT, I STILL HAVE AN *ACE* IN THE HOLE--!

MY *DAZZLE GUN!* IT'S NEVER FAILED ME BEFORE! IT WON'T FAIL ME *NOW!*

I CAN'T LET HIM ESCAPE BY *BLINDING* ME!--AND I *WON'T!*

ALL I NEED DO IS *SHUT MY EYES* AND FOLLOW HIM EASILY BY MEANS OF MY EVER-LOVIN' *SPIDER SENSE!*

IT DOESN'T *WORK* ON HIM! THE FIRST TIME IT'S EVER *FAILED* ME!

BUT, IT DAZED EVERYONE *ELSE*, GIVING ME THE TIME I *NEED!*

MY *EYES!* I CAN'T *SEE!*

WHAT *HAPPENED??*

HE'S TRYING TO UPSET THAT GIANT IRON SHIP MODEL ON THE *CROWD!*

WHEW! THAT WAS A CLOSE ONE! THEY'D NEVER HAVE KNOWN WHAT *HIT* THEM!

THINGS ARE GRADUALLY *CLEARING* NOW--!

I'LL MAKE SURE THIS GIZMO IS STEADY AGAIN, AND THEN I'D BETTER LOSE MYSELF *FAST!*

AS SOON AS THEIR VISION BECOMES NORMAL, THE CROWD IS SURE TO BLAME *ME* FOR WHAT'S HAPPENED-- LIKE THEY *ALWAYS* DO!

WELL, I GOT OUT OF *THERE* JUST IN TIME-- BUT I LOST THE *LOOTER!*

HE COULD HAVE RUN OFF IN *ANY* DIRECTION! THERE'S NO WAY OF KNOWING!

THUS, A FEW MINUTES LATER...

I MIGHT AS WELL GO BACK AND SEE THE REST OF THE EXHIBIT!

NO SENSE LETTING THE DAY BE A *TOTAL* LOSS!

SAY! I KNOW *HER!* SHE'S *GWEN STACY!* SHE'S A FRESHMAN AT E.S.U. ALSO!

HI, GWEN! ENJOYING THE EXHIBIT?

I *WAS*-- UNTIL *NOW*, PARKER!

NUH? WAIT-- WHAT'S WRONG? WHAT DID I *DO?*

PERHAPS IT'S WHAT YOU *DIDN'T* DO!

YOU DIDN'T STAY AND TRY TO *HELP!*

HOW CAN ANYONE SO *PRETTY* BE SUCH A *NUT?*

AND YET, IT'S HARD TO BELIEVE THAT ANYONE SO *MANLY-LOOKING* COULD BE A COWARD! IF ONLY I HADN'T *SEEN* HIM WITH MY OWN EYES--!

BUT, BACK IN HIS LITTLE HIDEOUT, NORTON G. FESTER HAS HIS OWN PROBLEMS--ALTHOUGH, AS WE CAN SEE, THEY AREN'T MATTERS OF THE HEART--!

IT WAS *STUPID* OF ME TO BLUNDER INTO THAT EXHIBIT THE WAY I DID! I SHOULD HAVE *PLANNED* MY MOVE MORE CAREFULLY--LEFT NOTHING TO CHANCE!

I FAILED TO TAKE INTO ACCOUNT THE FACT THAT SOMEONE LIKE *SPIDER-MAN* MIGHT BE THERE!

AND YET, I CANNOT STOP NOW! I *MUST HAVE* THAT METEOR!!

AND HAVE IT I *SHALL*-- BUT, *THIS* TIME I'LL SET MY PLANS CAREFULLY! I'LL BE PREPARED FOR *ANYTHING!*

THE NEXT DAY...

THE *FIRST* THING TO DO IS INSPECT THE PREMISES CALMLY--CAREFULLY--!

HMMM... I SEE THEY HAVE *ARMED GUARDS* HERE NOW!

I DON'T DARE RISK ANOTHER FRONTAL ASSAULT--NOT *THIS* TIME!

AND YET, THE METEOR *MUST* BE MINE! IT IS THE ONLY WAY TO GUARANTEE THAT I WON'T LOSE MY *POWER!*

AND, WHILE FESTER MAKES HIS PLANS...

HEY, PUNY PARKER--NONE OF THE *OTHER* GUYS ARE HERE YET! HOW'D *YOU* LIKE TO TOSS THE OL' PIGSKIN AROUND?

CAN'T STOP NOW, FLASH! ANYWAY, IF I OUT-THREW *YOU*, YOU'D HAVE A *FIT!*

PETER PARKER OUT-THROWING *FLASH!* THAT'S THE FUNNIEST THING I'VE HEARD ALL DAY!

TELL ME, GWEN, WHAT DID I *DO* TO BECOME NUMBER ONE ON YOUR *HATE* PARADE?

YEAH, LET US *ALL* IN ON IT, GAL!

MAYBE I *WILL* SOME TIME! RIGHT NOW, I'M TOO BUSY *LAUGHING!*

WELL, DON'T LET *ME* STOP YOU!

WHY DO I ALWAYS GET INTERESTED IN GIRLS THAT CAN'T SEE ME FOR *DUST?!!*

I ADMIRE YOUR *GOOD TASTE*, GWEN! IF YOU GOTTA HATE *SOMEBODY*, PARKER'S THE PERFECT CHOICE!

A SHORT TIME LATER, WE FIND *"PUNY PARKER"* IN A SOMEWHAT DIFFERENT GUISE...

THE *LOOTER* HAD A *REASON* FOR COMING HERE BEFORE--BUT, HE LEFT EMPTY-HANDED!

SO, WHATEVER HE WAS AFTER IS STILL *THERE*--WHICH MEANS THERE'S A CHANCE HE'LL BE *BACK!*

IT'S PROBABLY STILL TOO *EARLY* FOR HIM! I'LL RACE HOME SO AUNT MAY DOESN'T WORRY ABOUT ME, AND THEN I'LL RETURN HERE AFTER SHE'S ASLEEP!

BUT, THE LOOTER DOESN'T SHOW UP THAT NIGHT--NOR THE NEXT--NOR EVEN THE NEXT! HOWEVER, AT THE END OF THE WEEK, WHEN THE EXHIBIT IS ABOUT TO CLOSE, WE FIND--

I *KNEW* MY CHANCE WOULD COME IF I WAITED LONG ENOUGH!

THEY'RE ABOUT TO *MOVE* THE EXHIBIT! MY TIMING IS *PERFECT!*

AND, *ANOTHER* FELLOW FEELS THE SAME WAY--!

MY PATIENCE PAID OFF! I *KNEW* IF I WATCHED LONG ENOUGH--!

THANK YOU FOR MOVING MY METEOR INTO THE CORRECT POSITION FOR ME, GENTLEMEN!

AND NOW, I'LL *RELIEVE* YOU OF IT!

IT'S THE *LOOTER!*

YOU SHOULD HAVE *REALIZED* THAT RESISTANCE WOULD BE COMPLETELY *FUTILE* AGAINST ONE AS POWERFUL AS *I!*

I PLANNED EVERYTHING TO PERFECTION! NOW, I NEED MERELY HOOK THESE SPECIAL STRAPS ONTO THE METEOR--

HEY, *LOOTER!* YOU WOULDN'T LEAVE WITHOUT SAYING BYE-BYE TO YOUR OLD SPARRING PARTNER, WOULD YOU?

SPIDER-MAN!! BUT-- *HOW--??*

IT'S A LONG STORY--BUT, IF YOU'RE REALLY INTERESTED--!

I THOUGHT SO! YOU DON'T EVEN WANT TO HEAR IT!

WHY ANYBODY WOULD TRY TO MAKE OFF WITH A METEOR IS BEYOND ME-- BUT I GUESS SOME FELLAS WOULD STEAL ANYTHING THAT ISN'T NAILED DOWN!

HAH! YOUR WEB MISSED ME!

AND I PROMISE-- YOU WON'T GET A SECOND CHANCE!

HOW ABOUT THAT!! HE HAD A HELIUM BALLOON ATTACHED TO THE WHOLE KABOODLE!!

FAREWELL, FOOL! YOU WERE BEATEN BY A SUPERIOR INTELLECT!

DON'T CROW TOO SOON, PLAYMATE! I'M NOT TOSSING IN THE TOWEL YET!

SCALE THAT WALL ALL YOU WANT TO! YOU CAN'T REACH ME!

DON'T BET ON IT, CHUM!

US SPIDER-MEN ARE A HARDY BREED!

GERONIMO!!

YOU'RE DOOMED! YOU CAN'T REACH ME! YOU'LL FALL TO THE GROUND!

NOT IF MY LARGE, ECONOMY-SIZE WEBBING DOES ITS JOB!

AND IT'S NEVER FAILED ME YET!

THWIP!

THWIP!

OKAY NOW, LOOTER! PUSH THE DOWN SWITCH, OR WHATEVER WORKS THAT NUTTY BALLOON, AND LET'S GET BACK TO EARTH!

NEVER! YOU CAN'T STOP ME NOW!

MAYBE NOT, BUT I'M SURE GONNA TRY!

THE ODDS ARE ON MY SIDE! YOU CAN ONLY USE ONE HAND!

I ONLY NEED ONE HAND! ONE BLOW IS ALL IT'LL TAKE--!

YOU'LL NEVER GET THE CHANCE!

=UHHH!= MY WEBBING! IT COULDN'T CLING SECURELY ENOUGH TO THE SMOOTH SURFACE!

I'M FALLING!

HAH! I WARNED YOU!

DON'T START GLOATING *YET!* THAT BIG *FOOT* OF YOURS IS JUST WHAT I NEED!

YOU CAN'T HOLD ON FOR LONG! I'LL GET YOU *OFF* WITH ONE KICK!

HAVE YOU EVER CONSIDERED MEDICAL HELP BECAUSE OF YOUR ANTI-SOCIAL TENDENCIES?

WHY IS IT THAT EVERYONE I FIGHT IS OVERFLOWING WITH NEUROTIC HOSTILITY?!!

YOU MUST BE *MAD* --TALKING THAT WAY WHILE YOU BATTLE FOR YOUR *LIFE!*

I MUST BE MAD TO BE IN THIS LINE OF ENDEAVOR IN THE *FIRST* PLACE!

UNNHHHH!

I'M NOT EVEN ENTITLED TO ***FRINGE BENEFITS!*** I DON'T GET SOCIAL SECURITY--OR PAID VACATIONS--OR EVEN A CHRISTMAS BONUS!

BUT, IT HAS ITS COMPENSATIONS! I GET LOTS OF FRESH AIR, AND I'M MY OWN BOSS! SAY, I'M NOT *BORING* YOU, AM I?

SONUVAGUN! I THINK HE FELL *ASLEEP* ON ME!

WELL, IF HE'S NOT GONNA PLAY ANY-MORE, I MIGHT AS WELL SEE WHO HE IS--!

NO WONDER HE WORE A MASK! HE SURE WOULDN'T COP ANY BEAUTY PRIZES! BUT I NEVER SAW HIM BEFORE IN MY LIFE!

OH WELL-- THE POLICE WILL KNOW HOW TO IDENTIFY HIM WHEN HE REACHES THEM!

THE FIRST THING I'VE GOT TO DO IS LET THE AIR OUT OF HERE! --BUT NOT TOO MUCH!

THERE! THAT'S ABOUT RIGHT! SAY, THIS COULD BE FUN, IF I HAD A LIVELIER PLAYMATE!

YOU'LL HAVE TO MAKE IT A SOLO THE REST OF THE WAY DOWN, LOOTIE! THIS IS WHERE I GET OFF!

THE POLICE ARE ALREADY WAITING FOR HIM DOWN BELOW!

I STILL DON'T KNOW WHY HE WANTED THAT METEOR, BUT I'LL READ ABOUT IT IN THE PAPER TOMORROW!

IN JAMESON'S PAPER--WITH MY PHOTOS IN IT-- I HOPE!

THE END

COMING NEXT...

THE MENACE OF...

...THE RAMPAGING ROBOTS!

'NUFF SAID!

MARVEL COMICS GROUP

37 JUNE

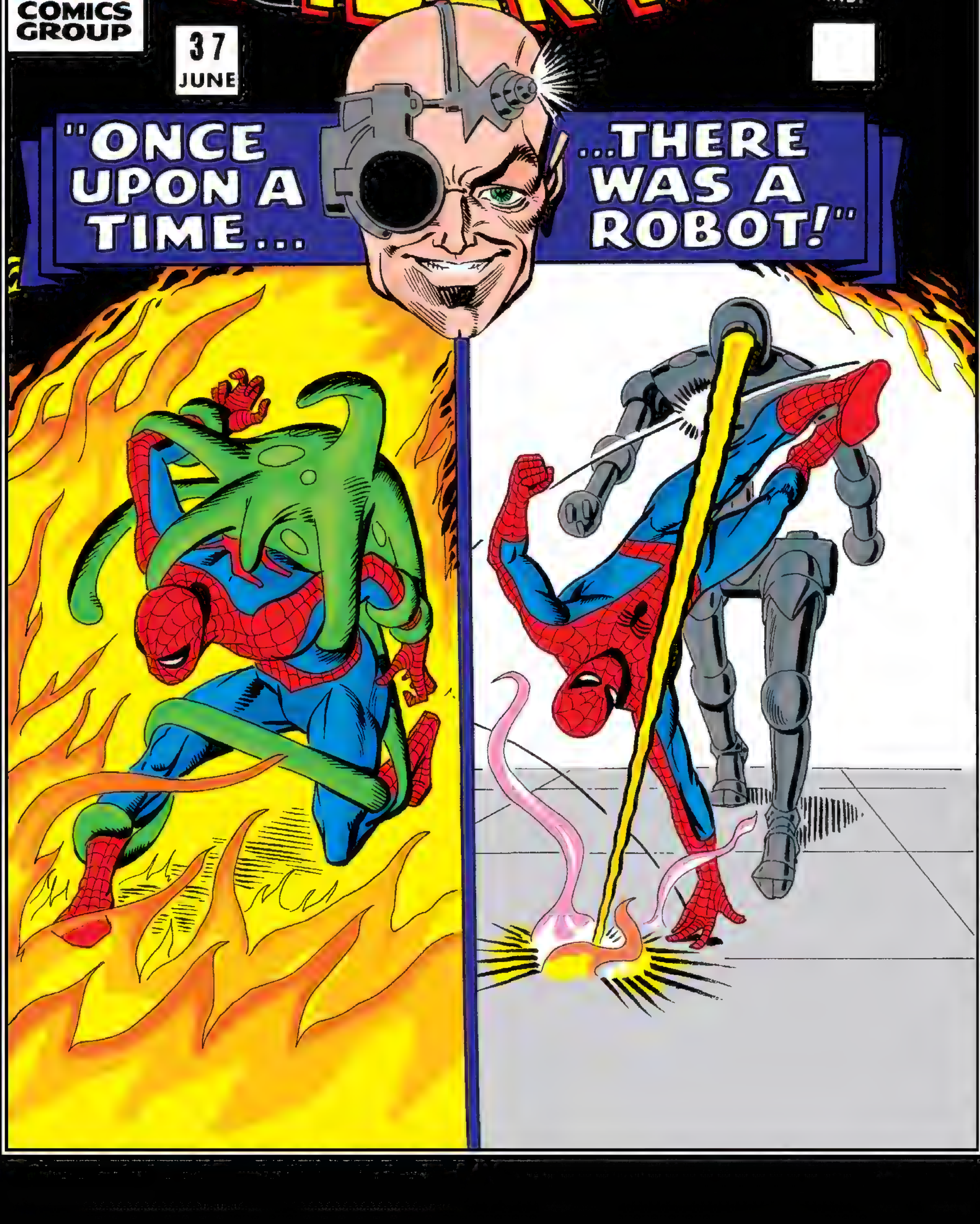
the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

IND.

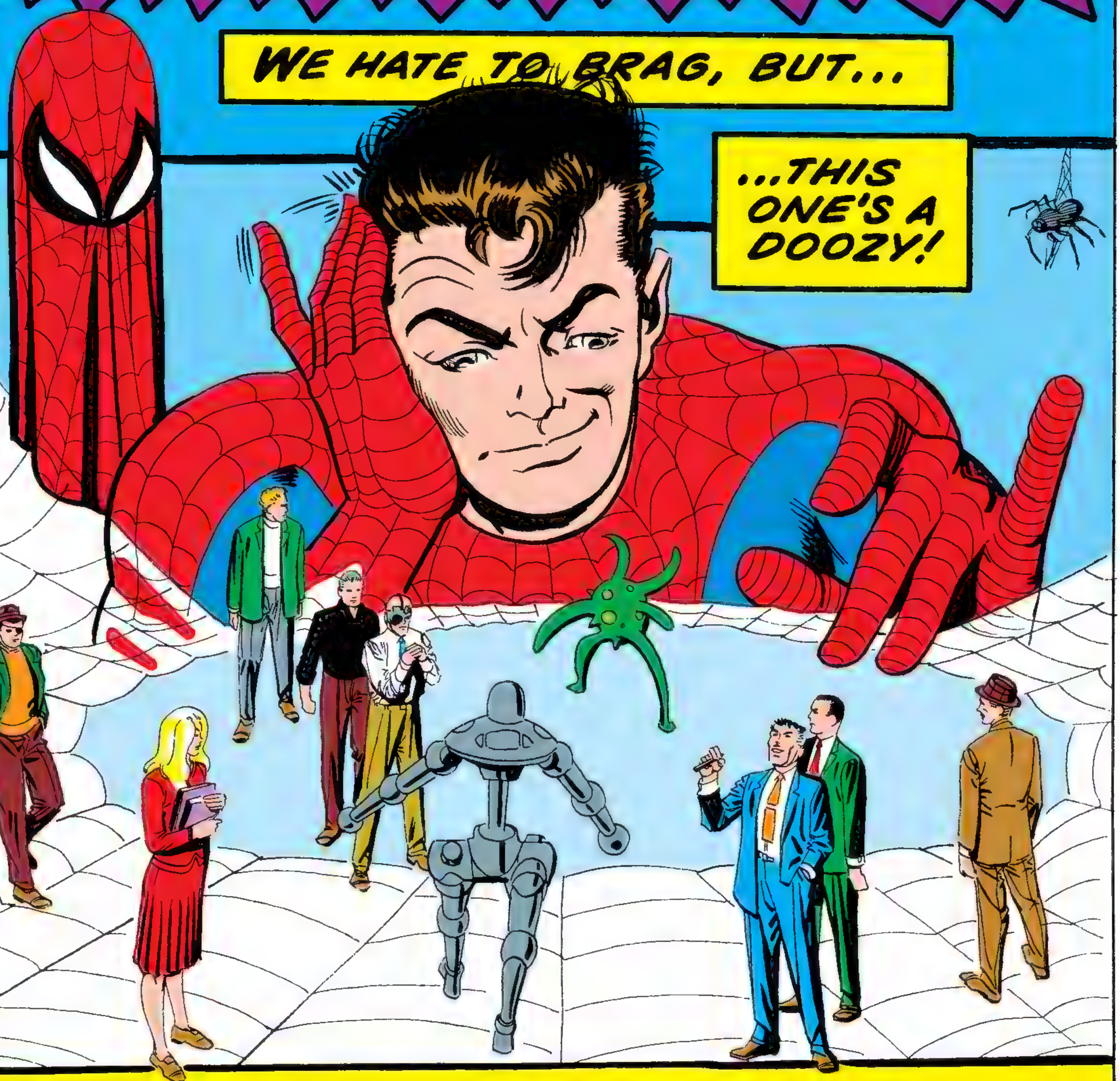
"ONCE UPON A TIME...

...THERE WAS A ROBOT!"



THE AMAZING SPIDER-MAN!

"ONCE UPON A TIME, THERE WAS A ROBOT...!"



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BEHIND THE COLD, CLAMMY, CONFINING WALLS OF STATE PRISON, A VOICE UTTERS SIX WELCOME WORDS...

PROFESSOR STROMM, YOUR SENTENCE IS OVER!

AT LAST! I'M *FREE!*

YOU'VE BEEN A MODEL PRISONER FOR TEN YEARS! GOOD LUCK ON THE OUTSIDE, PROFESSOR!

THANKS!

SURE, I'VE BEEN A MODEL PRISONER! I'VE DONE NOTHING BUT PLAN MY *REVENGE* ALL THAT TIME!

THEN, NO SOONER DOES PROFESSOR STROM PUT THE IRON GATES BEHIND HIM, WHEN...

GLAD TO SEE YA, STROMM! I GOT EVERYTHING ALL SET, LIKE YOU WANTED!

DO NOT *FORGET* YOURSELF, MAX! YOU WILL ALWAYS ADDRESS ME AS *PROFESSOR!*

BUT, *OTHER* EYES OBSERVE THE FATEFUL MEETING --THE EYES OF AN EX-CON TURNED REPORTER, NAMED *FOSWELL*...

I *KNEW* MY OLD CELLMATE WOULD BE GETTING OUT TODAY!

HE'S BEING PICKED UP BY ANOTHER EX-INMATE NAMED *MAX YOUNG!* THEY MUST HAVE MADE SOME *PLANS* WHILE IN PRISON!

I WONDER IF HE'S STILL AS HUNGRY FOR *REVENGE* AS EVER!?

THAT GUY WATCHIN' THE PROFESSOR MUST BE A *STOOLIE!*

THEY'RE HEADING FOR TOWN! I'D BETTER FOLLOW! THERE MAY BE A *STORY* IN IT FOR ME!

THE PROF'LL BE REAL *GRATEFUL* TO ME IF I WING 'IM!

HOWEVER, BEFORE A SHOT CAN BE FIRED--

WHOA THERE, SONNY BOY!

IN CASE YOU DON'T KNOW IT, THIS IS A *NO-NOISE* ZONE!

SPIDER-MAN!

AWW--AND I WANTED IT TO BE A *SURPRISE!*

OKAY, *TALK!* WHY'D YOU TRY TO VENTILATE FOSWELL?

I SAID *TALK!*

I DIDN'T MEAN ANY HARM--HONEST! I JUST HOPED THE PROFESSOR WOULD LEMME **JOIN** 'IM IF I PROVED I COULD BE **USEFUL!**

YOU'RE GONNA BE **USEFUL,** ALL RIGHT! FOLLOW **ME,** MISTER!

WE'LL USE **YOUR** CAR TO TAIL THE PROFESSOR AND SEE WHAT HE'S UP TO!

AND, TO MAKE SURE YOU DON'T GET ANY FOOLISH IDEAS--I'LL JUST WEB YOU TO THE SEAT!

THWIP!

NOW GET **GOING!**

BUT, EXACTLY THIRTY SECONDS LATER...

A **POLICE CAR!** FOLLOWING US! THEY **COULDN'T** HAVE SEEN ME-- AND YOU'RE NOT SPEEDING!

USE YOUR **SPIDER POWER!** GET **RID** OF 'EM! YOU **GOTTA!**

THAT LICENSE NUMBER CHECKS OUT, BILL! IT'S A **STOLEN CAR!**

LET'S **NAB** 'IM BEFORE HE CAN LOSE US DOWNTOWN!

WELL, BUTTERCUP-- I'VE GOT A HUNCH IT'S **YOU** THEY'RE AFTER--NOT ME!

AND THAT'S THE WAY I **LIKE** IT! YOU DON'T CATCH **ME** FIGHTING THE LAW!

BUT WHAT'LL I **DO** WHEN THEY GET ME??

TRY SINGING A LITTLE **SONG!**

TOO BAD I LOST FOSWELL! I'M SURE THERE WAS **TROUBLE** BREWING!

I'D BETTER CHECK THE **DAILY BUGLE!** I MIGHT FIND A CLUE **THERE** AS TO WHAT HE WAS AFTER!

WHEEEEE! THIS SURE BEATS WAITING FOR A **BUS!**

AND, AT THE BUSTLING OFFICES OF THE *DAILY BUGLE*, THAT PUBLISHING PARAGON, *J. JONAH JAMESON*, ALSO WONDERS ABOUT FOSWELL'S WHEREABOUTS...

ANYONE HERE SEEN **FOSWELL??**

UH UH!

NO, CHIEF!

NOT ME, J. J.!

NOT A SIGN OF 'IM, BOSS!

NO, SIR!

MISS-EH- WHATEVER-YOUR-NAME-IS--ARE YOU SURE FOSWELL HASN'T CALLED IN?

POSITIVE, MR. JAMESON!

THEN GET BACK TO ***WORK!*** WHAT DO YOU THINK I'M ***PAYING*** YOU FOR?!

NO ***WONDER*** OLD HATCHET-FACE CAN'T KEEP A SECRETARY! IF HE EVER ***SMILED,*** I'LL BET HIS FROZEN FACE WOULD ***CRACK*** IN TWO!

GOSH, EVERY TIME I COME UP HERE, JOLLY JONAH HAS A NEW SECRETARY!

I GUESS ***BETTY*** IS GONE --FOR GOOD!

WHAT DO ***YOU*** WANT, PARKER? IF YOU HAVEN'T ANY ***PHOTOS*** FOR ME--I'M ***BUSY!***

SPEAKING OF ***PHOTOS,*** YOU NEVER PAID ME FOR THAT ***LAST*** SET I SOLD YOU!

IT'S ***YOUR*** FAULT! IF NOT FOR ***YOU,*** BETTY BRANT MIGHT NOT HAVE QUIT! MY ***RECORDS*** ARE ALL MIXED UP SINCE SHE LEFT!

MR. JAMESON--I'VE GOT SOME ***NEWS*** FOR YOU!

FOSWELL! YOU'D ***BETTER*** HAVE SOMETHING FOR ME! I'VE BEEN ***LOOKING*** FOR YOU ALL DAY!

I'M IN ***LUCK!*** HERE COMES FOSWELL NOW!

EVER HEAR OF ***PROFESSOR STROMM?*** HE'S AN EX-CELL-MATE OF MINE--A MECHANICAL GENIUS!

HE WAS RELEASED FROM JAIL TODAY--AND HE'S BEEN THREATENING ***REVENGE*** FOR YEARS ON THE ONE WHO SENT HIM UP!

WELL? GO ***ON--!***

I THINK THERE'S A BIG ***STORY*** IN IT! I TRIED TO FOLLOW HIM, BUT HE GAVE ME THE SLIP!

SO ***THAT'S*** IT! I'D BETTER LEARN ALL I CAN ABOUT THIS PROFESSOR STROMM!

THEY'VE LEFT! THIS'LL GIVE ME A CHANCE TO PUT MY TRUSTY LITTLE ***SPIDER-TRACER*** IN FOSWELL'S HAT BAND!

GOOD! NOBODY SAW ME!

NOW ***I*** CAN CUT OUT, TOO!

BUT, SOONER OR LATER, THAT LITTLE ***HAT*** WILL LEAD ***SPIDER-MAN*** INTO SOME NEW ***ACTION!***

LET'S GO INTO MY ***OFFICE*** AND TALK! I'M EXPECTING A CALL!

NOW, LET'S SWITCH OUR SCENE TO THE MAN IN WHOM EVERYONE SEEMS SO INTERESTED, AS WE VISIT THE WELL-EQUIPPED HIDEOUT OF ***PROFESSOR STROMM***...

I BOUGHT ALL THE GADGETS YOU WANTED WITH THE DOUGH YOU HAD STASHED AWAY, PROFESSOR! ANY-THING ***ELSE*** YOU NEED?

NO! THIS IS ***PERFECT***! I WILL NOT NEED YOU AGAIN UNTIL THE ***ROBOT*** IS FINISHED!

GO HOME, AND WAIT FOR MY CALL, MAX!

FOR ***TEN YEARS*** I DREAMED OF THIS MOMENT! I DREAMED OF GETTING MY ***REVENGE*** ON THE MAN WHO CHEATED ME OUT OF MY INVENTIONS!

AS HE HAS RUINED MY LIFE, SO SHALL I RUIN ***HIM***!

AND, WHILE THE PROFESSOR PLOTS, PETER PARKER HEADS FOR SCHOOL, AS USUAL...

I WONDER IF ***GWEN STACEY*** IS STILL MAD AT ME?

WELL, THERE'S ONLY ONE WAY TO FIND OUT...!

HI, GWEN! WE'RE BOTH HEADING FOR THE SAME CLASS--MIND IF I JOIN YOU?

WHAT ARE YOU ***DOING***, MR. PARKER--***SLUMMING***? USUALLY YOU'RE TOO ***STUCK UP*** TO SAY HELLO TO ANYONE!

WELL, AT LEAST I'M NOT A TEMPERAMENTAL FEMALE WHO DROOLS OVER A FELLA ***ONE*** DAY AND THEN ACTS LIKE AN ***ICICLE*** TO HIM THE ***NEXT***!

DRAT THAT CRAZY ***TEMPER*** OF MINE! NOW I'VE ***REALLY*** PUT MY FOOT IN IT!

EVEN IF YOU ***ARE*** E.S.U.'S NEWEST SCIENCE SCHOLARSHIP WHIZ-KID, ***NOBODY*** TALKS TO ***ME*** THAT WAY...

C'MON, GWEN --SIMMER DOWN! LET'S BURY THE HATCHET, HUH?

YOU THINK YOU CAN SAY WHAT YOU ***WANT*** TO ME, AND THEN --***OWWW***!

ANYONE EVER TELL YOU YOU'RE ***GORRRRGEOUS*** WHEN YOU'RE ANGRY?

THWAK!

HEY! WHAT'S GOIN' ***ON*** THERE! I ***SAW*** THAT, PARKER!

I KNOW, I KNOW! THOSE BEADY, LITTLE, PIG-LIKE EYES OF YOURS NEVER MISS A TRICK, FLASH!

I'LL MAKE YOU ***EAT*** THOSE WORDS, YOU PUNY PUNK!

C'MON, C'MON! PUT UP YOUR HANDS!

OHHH! IF I ONLY DARED! JUST ONCE!

BUT, WITH MY SPIDER STRENGTH, I'M LIABLE TO ACCIDENTALLY HURT HIM, NO MATTER HOW CAREFUL I AM!

SORRY, FLASH-- I CAN'T LET YOU DO IT--!

IF YOU DAMAGED MY PROFILE, HALF THE GIRLS AT E.S.U. WOULD BE HEART-BROKEN! WE CAN'T LET THAT HAPPEN!

YOU YELLOW FINK! I KNEW YOU'D CHICKEN OUT!

OH, LET HIM GO, FLASH!

OKAY, DOLL! BUT IF HE BOTHERS YOU AGAIN, JUST LEMME KNOW!

I'D BET MY BOTTOM DOLLAR THAT PETER PARKER WASN'T THE LEAST BIT SCARED OF FLASH!

I SAW WHAT HAPPENED, GWEN! PARKER GIVES ME A SWIFT PAIN, TOO!

OH, YOU HAVEN'T ANY USE FOR ANYONE WHO'S SMARTER THAN YOU ARE, HARRY! PETER'S NEVER BOTHERED YOU!

WHAT'S THE MATTER WITH ME?? I'M ACTUALLY STARTING TO DEFEND HIM!

BOY! IF UNPOPULARITY EVER BECAME POPULAR, I'D BE TOP MAN AROUND HERE!

THEN, AS THE CLASS ENDS...

REMEMBER TO STAY OUT OUT OF MY WAY FROM NOW ON, PARKER!

YOU BET I WILL! FOR ALL I KNOW, YOUR STUPIDITY MIGHT BE CATCHING!

BUT, WHILE PETER REVELS IN HIS MERRY CAMPUS SOCIAL LIFE, WE REJOIN PROFESSOR STROMM ONCE MORE, JUST AS MAX RETURNS...

IT'S FINISHED, MAX! WHAT DO YOU THINK OF MY LITTLE BEAUTY?

IT-- IT MOVES BY ITSELF! IT GRABBED ME!

OF COURSE! I WILLED IT TO! DO NOT WORRY, MAX! I CAN MENTALLY CONTROL ITS EVERY ACTION!

IT HAS PASSED EVERY TEST PERFECTLY! AND, BEST OF ALL, I CAN ELECTRONICALLY FOLLOW ITS EVERY MOVE!! WATCH--!

I SHALL DISPATCH IT TO ITS *VICTIM* NOW--

THIS IS THE FIRST STEP OF MY MAGNIFICENT MASTER PLAN OF TOTAL *REVENGE!*

"SEE HOW EFFORTLESSLY IT CAN SCALE HIGH WALLS--!"

"AND NOW, AT LAST-- IT HAS REACHED ITS GOAL....!"

ELECTRONI

"A *GUARD* IS APPROACHING --BUT HE'LL BE HELPLESS TO STOP IT!"

WHAT IN THE NAME OF CREATION IS *THAT*??

MY BULLETS CAN'T *HURT* IT! I-I'VE GOT TO GO FOR *HELP!*

BUT, HOW CAN I *DESCRIBE* IT SO THEY WON'T THINK I WAS *SEEING* THINGS??

IN FACT, HOW DO I KNOW I'M *NOT* SEEING THINGS??

THE GUARD IS GONE! THE PLACE IS NOW *DESERTED*-- EXCEPT FOR MY *ROBOT!* EVERYTHING IS *PERFECT!*

"I WANT MY REVENGE TO *LAST!* THE LONGER IT TAKES, THE MORE I'LL *ENJOY* IT! HENCE, WE WILL MERELY WRECK PART OF HIS LABORATORY NOW!"

"TO BEGIN WITH, I'LL HIT HIM WHERE IT HURTS THE MOST--IN HIS *WALLET!*"

MEANWHILE, AN EVER-GROWING CROWD GATHERS OUTSIDE THE NOW-SMOKING ELECTRONICS PLANT...!

STEP BACK, FOLKS! MAKE ROOM FOR THE FIRE TRUCKS!

I COULDA SWORN I *SAW* SOMEONE--IN THE AIR, *ABOVE* ME!

BUT, WITH ALL THIS *SMOKE*, I MUST HAVE *IMAGINED* IT!

IMAGINED IT?? NOT *QUITE....!*

I *THOUGHT* I SMELLED SMOKE FROM AROUND THE CORNER!

IF ANYONE'S TRAPPED INSIDE, I MAY BE ABLE TO *HELP*--!

NO, THE PLACE SEEMS EMPTY ENOUGH, EXCEPT FOR--! *HOLY HANNAH!*

THERE'S SOMETHING CRAWLING ALONG THE FLOOR--COMING TOWARDS ME...!

IT'S GOT *TENTACLES!* IT *GRABBED* ME--!

SHADES OF DOC OCK! WHAT HAVE I RUN *INTO???*

WHITT

IT'S A *ROBOT* OF SOME KIND--- AND *STRONG!*

IN FACT, IT'S STRONGER THAN I *THOUGHT!* I CAN'T PUSH IT, OR PULL IT, OR MAKE IT *BUDGE!*

WHOOOFFT!

IT *LET GO!*

IT CAN *MOVE* LIKE A *STREAK* WHEN IT WANTS TO

NOW IT'S ON *TOP* OF ME-- HOLDING ME DOWN-- PRESSING--PRESSING--!

ITS STRENGTH IS TOO EVENLY DISTRIBUTED! UHH--I- CAN'T GET IT *OFF!*

IT'S SO SKILLFULLY MADE THAT IT HASN'T ANY *WEAK* POINTS!

WHICH IS MORE THAN I CAN SAY ABOUT *MYSELF!*

I'M ACTUALLY *HELPLESS!*

WAIT! THERE'S ONE THING THAT MIGHT HELP--

THE *FIRE!* IT'S MY ONLY CHANCE!

ANY MECHANISM AS DELICATELY CONSTRUCTED AS THIS *ROBOT* MIGHT GO ALL TO PIECES IN THE MIDST OF HUNGRY *FLAMES!*

ANYWAY, THERE'S NOTHING ELSE TO DO BUT *TRY!*

IT BETTER HAPPEN *FAST*-- BEFORE THE FLAMES FINISH *ME* OFF, TOO!

IT *WORKED!* THE INFERNO IS *AFFECTING* IT! IT'S RELEASING ITS HOLD ON ME!

AND, NOT A MINUTE TOO *SOON!*

NOW I'D BETTER GET OUT *FAST,* BEFORE THE ENTIRE *BUILDING* COLLAPSES!

BUT I'D SURE LIKE TO HAVE LEARNED MORE ABOUT THAT *ROBOT!*

WELL, I'VE GOT A HUNCH THIS ISN'T THE LAST I'VE *SEEN* OF IT!

LOOK! IT'S *SPIDER-MAN!*

SAY! MAYBE *HE* STARTED THE FIRE!

COULD BE!

LATER, BACK AT THE SINISTER SANCTUM OF PROFESSOR STROMM...

MY *FIRST* ROBOT HAS SERVED ITS PURPOSE ADMIRABLY! BUT, IT IS NOW *USELESS!*

HOWEVER, MY *SECOND* ONE IS FAR STRONGER--AND, AS YOU CAN SEE, I'VE EQUIPPED IT WITH A REMOTE CONTROL *DESTRUCTION BEAM!*

ZAP!!

WE SHOULD HAVE IT ALL ASSEMBLED AND READY FOR OPERATION WITHIN THE HOUR!

YOU SURE WEREN'T *KIDDING* ABOUT THAT *REVENGE KICK* OF YOURS, HUH, PROFESSOR?

PROFESSOR STROMM *NEVER* KIDS!

AND NOW, WE'VE GOT A SMALL-SCALE *SURPRISE* FOR YOU! REMEMBER HARRY OSBORN, ONE OF PETER PARKER'S NASTIER SCHOOLMATES?

I DON'T *GET* IT, DAD? WHY WOULD *SPIDER-MAN* TRY TO BURN DOWN YOUR PLANT?

DON'T BELIEVE *EVERYTHING* YOU HEAR, HARRY! IT *WASN'T* SPIDER-MAN! SOMEONE *ELSE* WAS BEHIND THIS!

BUT-- *WHO?*

NONE OF YOUR BLASTED *BUSINESS!*

I CAN'T TELL THE KID HOW I CHEATED *PROFESSOR STROMM* OUT OF HIS INVENTIONS, AND THEN RAILROADED HIM INTO *JAIL* WHEN HE BEGAN TO THREATEN ME! IT *HAS* TO BE *STROMM* WHO'S AFTER ME!

WOULDN'T IT BE *SOMETHIN'* IF SPIDER-MAN IS TRYING TO WORK A *PROTECTION* Rracket?

HARRY, DON'T YOU *EVER* SHUT UP?!!!

AT THAT MOMENT, HIS NOSE FOR NEWS TWITCHING UP A STORM, JOLLY JONAH JAMESON ENTERS OUR SCENE...

I WAS AT OUR CLUB WHEN I HEARD THE NEWS!

DON'T WORRY, NORMAN--SPIDER-MAN WON'T GET AWAY WITH THIS!

WE'RE NOT SURE HE'S THE ONE, JONAH!

I'M SURE--AND J. JONAH JAMESON IS NEVER WRONG ABOUT SUCH THINGS!

I SUPPOSE YOUR INSURANCE WILL COVER THE DAMAGE, EH?

YES, BUT IT LOOKS BAD! IF THE ATTACKS CONTINUE, THEY WON'T RENEW MY INSURANCE!

WE'VE GOT TO DO SOMETHING!

THAT'S A SMART BOY YOU'VE GOT, NORMAN! I LIKE THE WAY HE SUMS UP A SITUATION! HE'LL GO FAR!

HE SHOULD! HE SHOULD!

WELL, IF THERE'S ANYTHING I CAN DO FOR A FELLOW CLUB MEMBER--?

I'LL CALL YOU IF I NEED YOU, JONAH!

MEANWHILE, BLITHELY SWINGING OVER THE SOMNAMBULANT CITY, WE FIND...

THE CHARACTER FOSWELL REFERRED TO MIGHT BE RESPONSIBLE FOR THAT NUTTY ROBOT!

I'D BETTER KEEP TABS ON OL' FOSSY!

AND, SPEAKING OF THE ELUSIVE MR. FOSWELL...

I'LL BE ABLE TO PICK UP MORE INFORMATION IN MY IDENTITY AS PATCH, THE UNDERWORLD STOOLIE!

I'VE GOT TO LEARN WHERE PROFESSOR STROMM IS HIDING OUT!

THEN, NO SOONER HAS PATCH DEPARTED, WHEN AN UNINVITED CALLER ARRIVES...

JUST MY LUCK! HE CHANGED CLOTHES!

I WONDER IF HE KNEW I HAD MY SPIDER TRACER HIDDEN ON HIS HAT?

WELL, MAYBE I CAN STILL SPOT HIM SOMEHOW!

A SHORT TIME LATER, IN ONE OF THE SEEDIER SECTIONS OF TOWN...

WHAT'S DOIN, CHARLIE? HEARD ANYTHING NEW LATELY?

NO! AND EVEN IF I DID, I WOULDN'T SPILL IT TO A PUNK LIKE YOU!

I KNOW YOU WOULDN'T! BUT THERE ARE OTHERS HERE WHO WILL--FOR A PRICE!

WHILE, JUST OUTSIDE THE SMOKY SALOON...

NOTHING SO FAR! ALL I'M GETTING IS HEARTBURN FROM HANGING UPSIDE-DOWN SO LONG!

WHOOPS! LOOK WHO'S THERE!

IT'S THAT STOOLIE--PATCH! MIGHT AS WELL TAIL AFTER HIM TILL I CAN GET A LEAD ON FOSWELL!

I KNEW I'D LEARN SOMETHING! BUT FIRST I'LL CHECK IT OUT BEFORE I CALL THE COPS!

AND, AS PATCH THOUGHTFULLY WALKS IN THE DIRECTION OF PROFESSOR STROMM'S LABORATORY, WE PROVE OUR CLEVERNESS BY BEATING HIM *TO* IT--

EVERYTHING IS *READY* NOW, MAX!

RELEASE THE ROBOT--AND STAND ASIDE! I'VE GOT TO *TEST* IT!

THIS ONE WILL BE *TWICE* AS DANGEROUS AS YOUR FIRST ROBOT --IF IT *WORKS!*

OF *COURSE* IT WILL WORK! NOW, *LET GO!*

ZAP!

PERFECT! ITS RESPONSE IS SWIFT--AND *DEADLY!*

WHILE, OUTSIDE THE LAB...

ONE THING'S FOR SURE-- PATCH ISN'T MERELY SIGHT-SEEING! HE'S *AFTER* SOMETHING HERE! BUT-- *WHAT?*

IT COST ME *PLENTY,* BUT I LEARNED THAT *STROMM* IS HOLED UP SOME-WHERE IN THIS AREA....!

YOU! STAY WHERE YOU *ARE!* DON'T TURN AROUND! DON'T EVEN *MOVE!*

I *FOUND* HIM!

A BUILT-IN DOOR-- HIDDEN IN THE WALL! VERRRRRY INTERESTING!

THIS IS LIKE WATCHING *"THE MAN FROM UNCLE"*-- ON A LIFE-SIZE TV SCREEN!

NO SWEAT, PROFESSOR! JUST SOME BUM SNOOPING AROUND! IT'S ALL CLEAR NOW!

YOU WANT ME TO BRING 'IM *IN?* OKAY!

AWW, *NO!* AM I GONNA HAVE TO TANGLE WITH ANOTHER *ROBOT??*

ALL RIGHT, YOU-- THRU THAT DOOR! START *MOVING!*

I'VE GOT TO *FOLLOW* THAT WALKING STOVE-PIPE AND SEE WHAT IT'S *UP* TO!

BUT, I CAN'T CUT OUT ON *PATCH* WHEN IT LOOKS AS IF HE'S GONNA NEED SOME *HELP*-- BUT FAST!

THERE'S ONLY *ONE* THING I CAN *DO...!*

K-LA-NK- K-LA-NK-

I'LL USE ANOTHER STICKY ***SPIDEY TRACER*** TO KEEP TRACK OF THE ROBOT, NO MATTER WHERE IT GOES!

BOY! AM I GLAD I DREAMED THESE LITTLE GADGETS UP! THEY'RE WORTH THEIR WEIGHT IN WEB FLUID!

HAVE A NICE TRIP, SKINNY! AND BE CAREFUL NOT TO SHAKE YOUR LITTLE ***PASSENGER*** LOOSE!

NOW TO SEE WHERE HE'S TAKING ***PATCH!***

DON'T TURN AROUND, MISTER--JUST ***TALK.*** WHAT WERE YA SNOOPING AROUND HERE FOR?

I SAID ***TALK***-- I'M NOT HOLDING THIS ***GUN*** JUST TO KEEP MY FINGERS COMPANY!

CALM DOWN, FELLA! I DIDN'T MEAN ANY HARM! I JUST WANTED TO FIND ***PROFESSOR STROMM***-- SO'S I COULD GET A ***JOB*** WITH HIM!

SO YOU ***KNOW*** ABOUT THE PROFESSOR, HUH? THAT'S TOO BAD, MISTER--TOO BAD FOR ***YOU!***

DON'T ***BET*** ON IT, BIG MOUTH! IT ***MIGHT*** BE TOO BAD FOR ***STROMM!***

HOW ON EARTH DID YOU EVER ***RECOGNIZE*** ME??

SPIDER-MAN!

-WHEW!- WHAT A BREAK FOR ***ME!***

LOOK OUT! HE'S BREAKING ***AWAY!*** AND THE ***EXITS*** ARE BEING SEALED OFF!

THANKS FOR THE BULLETIN--BUT I SORTA NOTICED IT ***MYSELF!***

I WAS A FOOL TO LET HIM TRAP ME THIS WAY! WE'LL NEVER BREAK OUT!

SURE WE WILL! WE'RE THE GOOD GUYS, AREN'T WE?

THIS AIR SHAFT IS JUST WHAT WE NEED!

HAVE NO FEAR! SPIDEY IS HERE!

IT'S OPEN AT THE TOP! I CAN GET OUT EASY ENOUGH--AND YOU'LL BE OKAY FOR A WHILE!

WHAT ARE YOU GONNA DO?

I'M OFF TO CATCH ME A ROBOT! MEANWHILE, GRAB THAT GUN YOUR EX-PLAYMATE DROPPED!

I'VE GOTTA LATCH ON TO THAT WALKING PILE OF NUTS AND BOLTS BEFORE IT DOES ANY DAMAGE!

AND, WITH MY LITTLE SPIDEY TRACER ZEROING ME IN, IT CAN'T TAKE MORE THAN A FEW MINUTES!

WHILE, ON THE OTHER SIDE OF THE THICK CEMENT WALL--

FORGET ABOUT SPIDER-MAN AND THAT UNIMPORTANT SNOOPER!

MY MOMENT OF REVENGE IS AGAIN AT HAND! I MUST CONCENTRATE ON KEEPING MY ROBOT UNDER PERFECT CONTROL!

SO, IT'S SCENE-SWITCHING TIME AGAIN--

CRASH

I HAVE RETURNED AGAIN, OSBORN! SURELY YOU REMEMBER MY THREAT--!

NO! WAIT! DON'T DO IT! LET'S TALK IT OVER--!

IT'S TOO LATE FOR TALK, MY SCHEMING, EX-PARTNER! I'VE WAITED TOO LONG FOR THIS TREASURED MOMENT!

BUT--YOU CAN'T GET AWAY WITH IT! THEY'LL CATCH YOU--SEND YOU BACK TO PRISON--!

LET THEM! WHO CARES WHAT HAPPENS TO--A ROBOT?!!

AND NOW, THERE IS NO NEED FOR HASTE! FIRST, I'LL RUIN YOU *FINANCIALLY*, BY DESTROYING EVERYTHING WHICH IS OF *VALUE* TO YOU!

I *CAN'T* LET HIM DO IT! I OUT-SMARTED HIM *ONCE*--I'VE GO TO DO IT *AGAIN!*

I SUGGEST YOU MOVE ASIDE, OSBORN! I WANT TO SAVE *YOU* FOR THE *LAST!* YOU MAY OCCUPY YOUR TIME BY PLEADING FOR MERCY, IF YOU'D LIKE!

HE WON'T TRY TO HARM ME *YET!* THAT MEANS I'M *SAFE*--FOR A WHILE! NOW I KNOW WHAT TO *DO!*

AND, AT THAT MOMENT--IN THE BEST SUPER-HERO TRADITION--IN COMES *SPIDEY*--!

SPIDER-MAN!

WOW! LOOKS LIKE I'M JUST IN *TIME!*

HOW *ABOUT* THAT? *THIS* ONE CAN TALK!

WHY DID *HE* HAVE TO BUTT IN NOW? IF HE DEFEATS THE ROBOT, IT COULD RUIN MY PLAN TO GET RID OF STROMM *FOREVER!*

WOK!

THIS WON'T BE *EASY!* I COULDN'T EVEN *BUDGE* HIM! AND I DON'T LIKE THE LOOKS OF THAT *BEAM* SHOOTING OUT TOWARDS ME!

SPIDER-MAN SHOULD HAVE KNOWN *BETTER* THAN TO BUTT INTO SOMETHING THAT DOESN'T CONCERN HIM!

I HOPE THE ROBOT FINISHES HIM OFF! HE'S BECOMING TOO *DANGEROUS* TO MY PLANS!

HAVEN'T YOU REALIZED *YET* HOW USELESS YOUR WEBBING IS AGAINST *ME*?

DON'T WORRY--YOU'VE MANAGED TO MAKE IT ABUNDANTLY CLEAR!

STRANGE--THAT FELLA DIDN'T SEEM THE LEAST BIT *GRATEFUL* TO SEE ME COME BETWEEN HIM AND THE ROBOT!

WELL, I'LL THINK ABOUT THAT SOME *OTHER* TIME!--IF I *LIVE* THAT LONG!

I'VE GOT TO FIND *SOME* WAY TO FIGHT HIM!

MAYBE IF I CAN KNOCK HIM OFF HIS FEET, I'LL HAVE A CHANCE!

THUMP!

WELL, SO MUCH FOR *THAT!*

IT'S MOMENTS LIKE *THIS* THAT MAKE ME WISH SOMEONE *ELSE* HAD BEEN BITTEN BY THAT RADIOACTIVE SPIDER!

BUT, AS SPIDEY RACES PAST THE MAN HE WAS TRYING TO SAVE...

NOW'S MY *CHANCE!*

HE WAS TOO BUSY TO PAY ATTENTION TO *ME!* AND THE *ROBOT* HASN'T SEEN ME YET, EITHER!

IF THAT *BLOW* DIDN'T FINISH HIM OFF, I'LL LET THE *ROBOT* DO THE JOB!

AS FOR *ME*--I'VE GOT A *LOT* TO DO NOW!

SECONDS LATER--

SOME POISONOUS VAPOR MUST HAVE GOTTEN HIM! HALF THE CONS IN PRISON WILL *CELEBRATE* WHEN THE NEWS GETS OUT!

BUT, IT LOOKS AS THOUGH *OSBORN* GOT AWAY! I'LL DESTROY HIS PLANT WHILE HE'S GONE--JUST AS I'D *PLANNED* TO DO!

LATER, AFTER THE RUMBLING ROBOT HAS FINALLY CLANKED OFF INTO THE NIGHT--

=WHEEEOOO!= MY ACHIN' *HEAD!*

I MUST HAVE BEEN HIT BY A KING-SIZED PIECE OF FLYING DEBRIS!

BUT, I WONDER WHY THE ROBOT DIDN'T *FOLLOW UP* HIS ADVANTAGE?

THE ANSWER MUST BE THAT HE THOUGHT I WAS *DEAD!*

IF *SO*, HERE'S WHERE THAT METAL-SKINNED MISTAKE STARTS BELIEVING IN *GHOSTS!*

HE'S NOWHERE AROUND! MUST HAVE RETURNED TO THE HIDEOUT WHERE *PATCH* IS!

I WAS *RIGHT!* THERE HE GOES *NOW!*

I'VE GOTTA SWING THRU THAT STEEL *DOOR* BEFORE IT SLAMS *SHUT!*

MADE IT!

THUNK!

SPIDER-MAN AGAIN!

YOU SAID THAT *WRONG*, MISTER! IT'S SPIDER-MAN *STILL*!

IT'S NOW OR *NEVER*! CAN'T WAIT FOR THAT *BEAM* TO HIT ME!

GOT 'IM!

UNNHHHHFFF

BY USING JUST THE RIGHT *LEVERAGE*-- AT THE RIGHT TIME-- I UPSET HIS DELICATE MECHANICAL CIRCUITRY!

BLANNG!

THAT *DOES* IT! HE SMASHED INTO THE POWER *CONTROL UNITS*!

STAY WHERE YOU *ARE*, PROFESSOR! IT'S *WRAP-UP TIME*!

THE STEEL WINDOW IS *OPENING*! THEY MUST BE *COMING* FOR ME!

WHY IN BLAZES DIDN'T *SPIDER-MAN* GET BACK HERE IN TIME?

IT'S THE HOOD WHO *CAUGHT* ME! BUT, HE LOOKS *SCARED* ABOUT SOMETHING! HE DOESN'T EVEN *REMEMBER* I'M HERE!

STROMM CAN'T PAY ME ENOUGH TO STAY AND FACE *SPIDER-MAN*!

I'M CUTTIN' OUT WHILE I *CAN*!

BUT, BACK AT THE RANCH...

HAH! THE ROBOT'S HEAD IS STILL UNDAMAGED! I'LL GET RID OF YOU YET!

WANNA KNOW SOMETHING, STROMM--?

TRYING TO GET RID OF SPIDEY SEEMS TO BE THE NATIONAL UNDERWORLD PASTIME! AND I'M GETTING TIRED OF IT!

HIS WEBBING! HE SHOT IT OUT BEFORE I COULD MOVE!

SPHTT

SORRY! THAT'S THE BALL GAME!

SO, YOU WERE HERE, SPIDER-MAN! I SHOULDA KNOWN!

EVEN THOUGH YOU'VE CAUGHT ME, I'LL STILL HAVE MY REVENGE! THERE'S SOMETHING I MUST TELL YOU! SOMETHING NOBODY KNOWS ABOUT--

I CAN'T TAKE THE CHANCE OF HIM SPILLING THE BEANS ABOUT ME!

THERE'S TOO MUCH AT STAKE! I'VE TOO MUCH TO LOSE!

MY SPIDER SENSE! IT'S TINGLING! A GUN--AT THAT WINDOW!

LOOK OUT!

ANOTHER SECOND WOULD HAVE BEEN TOO LATE! HE'S ALL SET TO FIRE!

WHOEVER IT IS, I CAN'T LET HIM GET AWAY!

OOOHHHHH...

IT DOESN'T MAKE SENSE! IT ONLY TOOK ME TWO SECONDS TO GET UP HERE!

HOW COULD HE HAVE VANISHED SO SOON??

AND, HOW DID HE GET UP THERE IN THE FIRST PLACE? THERE WAS NO ROPE--NO LADDER--NO SOUND OF A HELICOPTER--!

UH OH! NOW WHAT HAPPENED TO HIM??

HE'S DEAD! LOOKS LIKE A HEART ATTACK TO ME!

WAIT! WHERE ARE YOU RUNNING OFF TO?

NOTHING MORE FOR ME TO DO HERE! YOU CAN LOOK AFTER THINGS NOW!

LATER, AT THE OSBORN RESIDENCE...

DAD! MISTER JAMESON IS HERE! HE HAS SOME GOOD NEWS FOR YOU!

I KNOW! I HEARD IT ON THE RADIO! THEY CAUGHT PROFESSOR STROMM! HE WAS FOUND DEAD!

I FELT IT WAS MY DUTY AS A FELLOW CLUB MEMBER TO TELL YOU THAT YOU'RE SAFE NOW! THAT CROOKED EX-PARTNER OF YOURS WAS TO BLAME FOR THOSE ATTACKS--BUT HE CAN'T BOTHER YOU ANY MORE!

THE POOR DEVIL! I HAD FORGOTTEN ALL ABOUT HIM--!

WELL, IT SEEMS HE DIDN'T FORGET ABOUT YOU! HE MUST HAVE PLANNED TO GET REVENGE ON YOU ALL THE YEARS HE WAS IN PRISON!

SOME PEOPLE CAN NEVER BE REFORMED --LIKE THAT BLASTED SPIDER-MAN!

I GUESS YOU'RE RIGHT!

NICE OF YOU TO COME HERE, JONAH! I APPRECIATE IT!

YOU KNOW ME! I'M ALL HEART! SEE YOU AT THE CLUB, NORMAN!

BUT, WHEN NORMAN OSBORN IS FINALLY ALONE--HE RETURNS TO HIS DARK AND MENACING THOUGHTS--

SPIDER-MAN ALMOST RUINED EVERYTHING FOR ME! BUT, IT WON'T HAPPEN AGAIN!

NOW THAT HIS SUSPICIONS HAVE BEEN AROUSED--HE MUST BE DISPOSED OF!

AND, IN ANOTHER SECTION OF THE CITY...

I COULDN'T HAVE IMAGINED IT! THERE WAS SOMEONE AT THAT WINDOW WITH A GUN!

HI, PARKER! FEEL LIKE SOME BOWLING?

WE CAN USE ANOTHER MAN!

HE'S IGNORING US!

BOY! HOW STUCK-UP CAN YOU GET?!!

HE'S AS BIG A SNOB AS EVERYONE SAYS HE IS!

BUT, THERE COULD BE ANOTHER ANSWER...

WHAT IF I'M LOSING MY SPIDER SENSE???

IT COULD MEAN THE BEGINNING OF THE END FOR SPIDER-MAN! I-I'D BETTER NOT EVEN THINK ABOUT IT!

SO, HE'S TOO GOOD FOR US, HUH?

GUYS LIKE HIM DON'T WANNA KNOW ANYBODY--

THEY'D RATHER GO AROUND WITHOUT A CARE IN THE WORLD!

NEXT ISH:

WHILE WAITING TO SEE MORE OF THE MYSTERIOUS MR. OSBORN, WE'LL TOSS A NEW VILLAIN AT YOU! 'NUFF SAID!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

38 JULY

IND.

MARVEL COMICS GROUP

HERE'S SPIDEY AT HIS FIGHTING BEST!

"JUST A GUY NAMED JOE!"

JUST WAIT'LL YOU SEE THE OFF-BEAT *SUPER-VILLAIN* STARRING IN THIS ISH! HE'S THE PRIZE PUSSYCAT OF THE YEAR!

THRILLS!

THOOM!

SPILLS!

CHILLS!

'NUFF SAID!

THE AMAZING SPIDER-MAN!

"JUST A GUY NAMED JOE!"

OUR MILDLY TERRIFIC TALE OPENS IN A CROWDED NEIGHBORHOOD GYM, WHERE WE FIND A NOT-OVERLY-BRIGHT HABITUÉ NAMED **JOE SMITH** INDULGING HIMSELF IN ONE OF HIS EVER-PRESENT DAY-DREAMS--

YES SIREE! NO MATTER WHAT **ANYONE** THINKS OF ME **NOW**, I'M GONNA BE THE **CHAMP** SOME DAY! I'M GONNA REALLY **BE** SOMEBODY! I **KNOW** IT!

GOOD THING **YOU** KNOW IT, SMITH! NOBODY **ELSE** DOES!

THAT GUY'S A REAL **PANIC!**

GOWAN, LAUGH AT ME **NOW!** YOU WON'T LAUGH **LATER!**

MR. TOMKINS, I'VE ASKED YOU TO MANAGE ME FOR **MONTHS!** AND I'M NEVER GONNA **STOP** ASKIN' UNTIL YOU SAY YOU **WILL!** NOW, HOW ABOUT IT--?

OKAY, KID! IF YOU WANNA GET YOUR **HEAD** HANDED TO YOU, THAT'S **YOUR** BUSINESS!

I'LL BOOK YOU A MATCH! IT'S THE ONLY WAY I'LL GET YOU OFF MY **BACK!**

AND, DURING THE FIRST MINUTE OF THE FIRST ROUND...

THOK!

WELL, THAT TAKES CARE OF **THAT!**

EXIT

NEXT, JOE SMITH TRIES THE **WRESTLING** GAME-- WITH VERY SIMILAR RESULTS--!

HEY! YOU WUZN'T SUPPOSEDTA FALL OUTTA THE RING FER ANUDDER TEN MINUTES!

I-I MUST HAVE **SLIPPED!**

WOTTA BUM!

WRITTEN AND EDITED BY **STAN LEE**

PLOTTED AND DRAWN BY **STEVE DITKO**

LETTERED, UNFETTERED BY **ARTIE SIMEK**

BUT, HIS MANAGER, TOMMY TOMKINS, FELT A TWINGE OF PITY FOR THE GAME JOE SMITH, AND SO...

LOOK, KID, THE FIGHT GAME JUST ISN'T FOR *YOU!* YOU'RE NOT *TOUGH* ENOUGH! YOU HAVEN'T A *KILLER INSTINCT!*

BUT I *DID* LAND YOU A JOB--AS A COSTUMED *EXTRA* IN A *TV FANTASY FILM!*

YOU TELL 'IM, TOMKINS! AS A *FIGHTER,* HE'S A GREAT *ACTOR!*

JOE SMITH --WOTTA CHUMP!

HEY, SLUGGER! WHEN *ROCK HUDSON* HEARS ABOUT *YOU* BECOMIN' AN ACTOR, HE'LL PROBABLY *GIVE UP!*

SMITH MAY BECOME A *STAR!* THEY'RE ALWAYS *LOOKIN'* FOR ANOTHER *BELA LUGOSI!*

DON'T LET 'EM *RIDE* YOU, KID! *ANYTHING'S* BETTER THAN WINDING UP PUNCHY!

AT LEAST, AS AN ACTOR, *THAT* WON'T HAPPEN TO YOU!

IF YA ASK *ME*-- HE'S PUNCHY *ALREADY!*

LET'S *GO,* JOE! THOSE LOUD-MOUTHS AREN'T HAPPY UNLESS THEY'RE KNOCKIN' *SOMEONE!* FORGET ABOUT 'EM!

HOW'D YOU EVER GET ME A JOB AS AN *ACTOR,* TOMMY?

WELL, IT AINT MUCH OF A ROLE! THEY JUST NEED A BIG GUY TO WEAR SOME KINDA NUTTY *MONSTER* COSTUME AND LOOK DANGEROUS!

EVEN A NOBODY LIKE *ME* CAN DO IT, HUH?

SOMETIME LATER, AT A BUSTLING MIDTOWN STUDIO...

I FEEL LIKE A *FOOL* IN THIS CRAZY GET-UP! WHAT DO I DO *NOW?*

IT'LL BE A *CINCH,* JOE! YOU DON'T EVEN HAVE TO *SAY* ANY-THING! THE DIRECTOR WILL SHOW YOU!

OKAY, WE'RE READY FOR THE *MONSTER!* WHERE *IS* HE? SOMEONE GET THAT BLAMED *MONSTER* IN HERE! C'MON--WE'VE GOT TO WRAP THIS UP TODAY!

OH, *THERE* YOU ARE! LOOK, HERE'S ALL YOU HAVE TO DO! JUST WALK UP TO THAT EQUIPMENT AND *SMASH* IT! AND GET IT RIGHT THE *FIRST* TIME!

REMEMBER, YOU'RE SUPPOSED TO BE SOME KIND OF *ALIEN MONSTER,* OUT ON A RAMPAGE! SO TRY TO LOOK *EVIL*--AND DEADLY--AND ALL THAT KINDA JAZZ!

OKAY, *SCENE ELEVEN-- TAKE ONE!! ROLL 'EM!*

QUIET ON THE SET!

HE'S DOING *FINE!* BUT, WHY *NOT?* ANY HALF-WIT COULD PLAY AN EASY PART LIKE THAT!

EVERYTHING'S MADE OF *BALSA WOOD!* A SIX-YEAR OLD *KID* COULD SMASH THIS STUFF WITH ONE HAND! IF ONLY IT WAS *REAL*--AND I REALLY *WAS* AS STRONG AS I'M PRETENDING TO BE!!

WHAP!

BUT, WHEN YOU'RE A "HARD-LUCK JOE", AS OUR HERO SEEMS TO BE, TROUBLE CAN POP UP *ANY TIME*--

LOOK OUT! THAT DEBRIS IS FLYING TOO NEAR THE *ARC LIGHTS!* UH OH--!

KLAK

HEADS UP! IT'S FALLING IN A PUDDLE OF SPILLED *CHEMICALS*, FROM THE PREVIOUS SCENE!

WATCH IT! THOSE WIRES ARE STILL *LIVE!*

THUP!

SWITCH OFF THE CURRENT!! HURRY, MAN! THAT EXTRA IS GETTING THE FULL IMPACT OF THE *SHOCK!!*

UHHHHN--!

ZZZ

HOLD IT, THERE, PARKER! HOLLLLD IT!

IT'S YOUR FAULT THAT BETTY BRANT QUIT HER JOB HERE--THE BEST SECRETARY I EVER HAD!

IT WAS BECAUSE YOU HAD SOME KIND OF ARGUMENT WITH HER!

DARN IT! I SHOULD HAVE LEFT A FEW SECONDS SOONER!

I HAVEN'T BEEN ABLE TO FIND ONE GOOD SECRETARY SINCE SHE WALKED OUT OF HERE! THEY ALL WANT COFFEE BREAKS--PENSION FUNDS--PROFIT SHARING--!

SORRY, MR. JAMESON--I CAN'T STOP TO TALK NOW! BUT, I'LL COME BY AGAIN SOME TIME--HONEST!

YOU FINKY KID! IF BETTY BRANT DOESN'T COME BACK, I'LL--I'LL--AWW--GET OUT OF HERE!

WHEW! HE'S ABOUT AS CHEERFUL AS--SAY! THAT'S NED LEEDS!

I THOUGHT BETTY HAD ELOPED WITH HIM TO CALIFORNIA! WHAT'S HE DOING BACK?

HELLO THERE, PARKER! HOW ARE YOU?

I GUESS I'LL LIVE!

TELL ME, HOW'S BETTY GETTING ALONG?

HAVE YOU BEEN SEEING MUCH OF BETTY? HOW IS SHE?

OH! I THOUGHT--!!

NO SENSE KEEPING IT FROM YOU--I ASKED HER TO MARRY ME! SHE WANTED TO SEE YOU BEFORE SHE'D GIVE ME AN ANSWER!

THEN, I HAD TO DASH TO CALIFORNIA ON BUSINESS, BEFORE I COULD SEE HER AGAIN! NOW, I RETURN TO FIND SHE'S GONE!! I WANT TO KNOW WHY?

THEN YOU'D BETTER ASK HER!

DON'T GIVE ME ANY OF YOUR LIP, PARKER! I NEVER DID LIKE YOU, AND I DON'T LIKE YOU NOW!

DID YOU MAKE BETTY QUIT HER JOB --AND WHERE IS SHE?

GET YOUR HAND OFF MY JACKET, ROMEO! I'M NOT INTERESTED IN BETTY BRANT! IF YOU CAN FIND HER AND MARRY HER, BE MY GUEST!

I THINK YOU KNOW MORE THAN YOU'RE TELLING, AND I'M GONNA--

LEEDS! LET GO OF HIM! YOU'RE A REPORTER, NOT THE VILLAGE BOUNCER!

AND YOU, PARKER--USE SOME OF THAT ENERGY TAKING PICTURES FOR THE BUGLE FROM NOW ON!

YOU HAVEN'T HEARD THE LAST OF ME, PARKER! I'LL FIND BETTY, AND LEARN WHAT HAPPENED WHEN I WAS GONE!

OKAY, PUT ON YOUR LITTLE SHERLOCK CAP AND START LOOKING! I'VE GOT THINGS TO DO!

SO BETTY DIDN'T ELOPE WITH HIM! THEN, WHERE DID SHE GO AFTER WE DECIDED TO CALL IT QUITS? THE POOR KID--I HOPE SHE'S ALL RIGHT!

HOW CAN YOU BE SO COLD--SO UNCARING?? DOES BETTY MEAN NOTHING TO YOU?

AWW, SHUDDUP!

PERHAPS I *SHOULD* HAVE TOLD BETTY THE TRUTH ABOUT MYSELF-- FROM THE BEGINNING!

EVERYTHING MIGHT HAVE BEEN DIFFERENT IF SHE KNEW THAT PETER PARKER IS-- *SPIDER-MAN!*

BUT, I CAN'T BE *SURE!* NO ONE CAN PREDICT A FEMALE'S REACTION!

I ALMOST HOPE THAT LEEDS *DOES* FIND HER! IT MIGHT BE FOR THE BEST!

WHAT CHANCE WOULD *WE* HAVE FOR HAPPINESS-- WITH THE SECRET I MUST ALWAYS CARRY WITH ME?!!

BUT NOW, LET'S CHANGE OUR SCENE BEFORE THERE'S NOT A DRY EYE LEFT IN THE HOUSE--

OKAY, FELLA-- IF YOU'RE FEELING BETTER NOW, WE'LL START SHOOTING THE BIG *FIGHT SCENE!*

I FEEL ALL RIGHT! LET'S GET IT *OVER* WITH!

REMEMBER, YOU'RE A MONSTROUS ALIEN BEING--AND YOU WANT TO DESTROY THOSE INNOCENT SPACE EXPLORERS!

SO, TEAR INTO THEM AS THOUGH THEY'RE YOUR WORST ENEMIES-- AND DON'T WORRY--THEY'RE ALL WELL-TRAINED STUNT MEN--THEY WON'T HURT YOU!

QUIIIIIET ON THE SET! SCENE SIXTEEN--TAKE ONE!

IT'S FUNNY! I FEEL AS THOUGH THEY *ARE* MY ENEMIES!

WOW! HE'S A *NATURAL!* HE'S MAKING EVERY PUNCH LOOK *REAL!*

I *DO* HATE THEM! I HATE *EVERYONE!* EVERYONE ALWAYS *LAUGHED* AT ME! BUT, THEY WON'T LAUGH *ANY MORE!*

THAT GUY'S *GREAT!* HE'S ANOTHER *LON CHANEY!*

THEY ALWAYS SAID I'D NEVER MAKE A GOOD FIGHTER BECAUSE I DIDN'T HAVE THE *KILLER INSTINCT*--BECAUSE I DIDN'T HAVE A *FIGHTER'S HEART*-- BECAUSE I DIDN'T GET *MAD* ENOUGH!

BUT THEY'LL NEVER SAY THAT TO ME *AGAIN*-- NOT *EVER!*

I DON'T EVEN THINK HE'S *ACTING!* IF YOU ASK *ME,* HE'S GONE *BERSERK!*

SHOULD WE BREAK IT UP?

NOT ON YOUR *LIFE!* THIS'LL BE THE GREATEST FIGHT SCENE I'VE EVER FILMED!!

BUT THEN, MINUTES LATER--

WAIT! COME BACK! OUR CAMERAS AREN'T SET UP TO TAKE PICTURES IN THE STREET!

CAMERAS? WHO CARES ABOUT CAMERAS?!!

CRAK!!

ALL I WANT TO DO IS STRIKE BACK AT EVERYBODY!! MAKE THEM ALL SORRY THEY LAUGHED AT ME!! I'LL SHOW THEM! I'LL SHOW THEM ALL!

BEFORE I'M DONE--THEY'LL REALIZE THAT JOE SMITH IS SOMEBODY!! BUT--I DON'T GET IT! I DON'T UNDERSTAND--!

WHERE DID ALL THIS STRENGTH COME FROM?? HOW COME I CAN LIFT A COUPLE OF CARS SO EASILY??

AND, WALKING DOWN THAT VERY STREET, WE FIND--

OF COURSE, BEING A REPORTER, THERE'S A GOOD CHANCE THAT NED LEEDS MIGHT BE ABLE TO LOCATE BETTY--!

WATCH IT, FELLA! DON'T WALK IN THAT DIRECTION!

RUN! THE STREET ISN'T SAFE WITH THAT COSTUMED POWERHOUSE BACK THERE!

SHE'S SO ALONE! NO FAMILY-- NO FRIENDS! IF ONLY I KNEW SHE WAS OKAY! WHAT IF SHE NEEDS SOMETHING?

IF-IF ANYTHING'S WRONG-- I'LL ALWAYS FEEL IT WAS MY FAULT!

THOK!

BIF!

SAY! WHAT'S GOING ON HERE?

-WOW!- I DON'T KNOW WHO THAT IS--BUT I GUESS IT'S WEB-SPINNING TIME!!

IT LOOKS LIKE SOME REFUGEE FROM A HALLOWEEN PARTY RUNNING AMOK!

I'D BETTER SLOW HIM DOWN WITH SOME WEBBING UNTIL I LEARN WHO--AND WHAT--HE IS!

GERONIMO!! RIGHT ON TARGET!

SOMETHING DROPPED ON ME--!

SOME KIND OF THIN, STICKY THREAD!!

WHOA! DON'T TEAR THAT IF YOU CAN HELP IT, HUH? THAT STUFF DOESN'T COME CHEAP!

SOMEONE DROPPED IT ON ME--IN ORDER TO TRAP ME! WHOEVER HE IS--HE'LL NEVER GET A CHANCE TO DO IT AGAIN!

UH OH! HE'S MORE THAN SOME NUTTY, TROUBLE-MAKING CLOWN! ONLY SOMEONE WITH REAL SUPER-STRENGTH COULD HAVE BROKEN THAT WEBBING!

LOOK, CHUM--WE'RE HAVING A POPULATION EXPLOSION WITH COSTUMED CHARACTERS AROUND HERE!

WHY DON'T YOU FIND YOURSELF SOME OTHER PLAYGROUND?

SPIDER-MAN!! I SHOULD HAVE GUESSED!

I'LL PUT YOU OUT OF ACTION WITH ONE PUNCH, AND THEN--UNHHH!

I DON'T KNOW WHO YOU ARE, SIR, BUT YOU'VE GOT DEFINITE MANIFESTATIONS OF A DEEP-ROOTED ANTI-SOCIAL FIXATION!

THAT'S IT! TALK! TALK! THE MORE YOU TALK, THE ANGRIER I GET! AND, THE ANGRIER I GET, THE STRONGER I GET!

IN THAT CASE, IF IT'S ALL THE SAME TO YOU--I'LL KEEP MY MOUTH SHUT FOR--URRRGGH!

HE CAN PUNCH--AS WELL AS SNAP WEBBING! I WONDER WHO HE IS?

LOOK, WHILE WE'RE STILL ON SPEAKING TERMS--WHAT'S YOUR NAME? I LIKE TO KNOW WHO IT IS THAT'S KNOCKING MY BLOCK OFF!

WON'T TALK, EH?

THEN I'LL JUST HAVE TO KEEP SAYING "HEY YOU!"

ACTUALLY, I'VE NEVER MET A MODEST COSTUMED SCRAPPER BEFORE! USUALLY, THEY START OFF BY SAYING "NOBODY CAN DEFEAT THE PURPLE PANTY-WAIST!", OR "YOU FOOL! DON'T YOU REALIZE YOU'VE NO CHANCE AGAINST THE HUMAN WINDSHIELD WIPER!"

BOY! YOU MAY BE A MASS OF MUSCLES, BUT WHEN IT COMES TO SMALL TALK--FORGET IT!

KOOM!

YOU MUST FIGURE IF YOU CAN'T BEAT A FELLA BY ***FIGHT-ING*** HIM, YOU'LL ***BORE*** HIM TO DEATH WITH YOUR ***SILENCE!***

I'VE NEVER FOUGHT ANYONE ***LIKE*** HIM BEFORE! IT'S AS THOUGH HE ISN'T QUITE ***WITH*** IT! BUT, HOW DID HE EVER BECOME SO ***STRONG?!?!***

WHOOSH! THAT'LL TEACH ME TO PHILOSOPHIZE INSTEAD OF KEEPING MY MIND ON MY ***BUSINESS!***

BRAK!

AWW, C'MON-- ***LET GO!*** I CAN BEAR BEING ***BEATEN*** --BUT, THIS IS TOO ***UNDIGNIFIED!***

THE ***WACKIEST*** PART ABOUT THIS IS I DON'T KNOW ***WHO*** I'M FIGHTING-- NOR WHAT WE'RE FIGHTING ***ABOUT!***

I DON'T EVEN FEEL THAT HE'S PARTICULARLY TRYING TO ***HARM*** ME! THERE'S SOMETHING MUCH BIGGER THAN ***SPIDER-MAN*** THAT'S BUGGING HIM!

AND SOMEHOW, I'VE GOT TO LEARN WHAT IT ***IS!***

MY HEAD--IT'S ***CLEARING!*** THE STRANGE ***MIST*** IS BEGINNING TO FADE AWAY!

JOE! I'M GLAD I ***FOUND*** YOU! COME ON, KID-- YOU'VE GOT TO GET ***OUT*** OF HERE!

I-I DON'T KNOW WHAT CAME ***OVER*** ME!

NO TIME FOR GUESSING GAMES NOW, JOE! YOU'RE IN A ***JAM***--BUT I'LL STAND BY YOU!--EVEN THOUGH I OUGHTTA HAVE MY ***HEAD*** EXAMINED FOR IT! COME ***ON--!***

I WON'T ***FORGET*** YOU FOR THIS, TOMMY!

I KINDA WISH YOU ***WOULD!*** YOU'RE A BORN ***LOSER,*** KID!

AND, BY THE TIME ***SPIDEY*** RETURNS TO THE SCENE OF BATTLE, HE FINDS--

HE'S ***GONE!***

FIRST TIME I'VE EVER ***OWED*** A FELLA SOME WHACKS, WITHOUT EVEN KNOWING WHAT HE ***CALLS*** HIM-SELF!

AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN...

THANKS FOR THE LIFT, HARRY!

DON'T *MENTION* IT, PA!

CAN *FLASH* AND I BORROW THE CAR FOR THE REST OF THE EVENING?

SURE! WHY NOT?

WHAT A GREAT GUY MR. OSBORN IS!

BUT, A FEW SECONDS LATER...

I THOUGHT THEY'D NEVER DRIVE AWAY!

NOW'S MY CHANCE TO MAKE A QUICK CHANGE! NO ONE IS APT TO NOTICE IN THIS GLOOMY, DARKENED CORNER...

THERE! NOW, WITH MY IDENTITY SAFELY DISGUISED, IT'S TIME FOR ME TO KEEP MY LITTLE APPOINTMENT!

AND SO...

YOU CALLED US TOGETHER TO DO A *JOB* FOR YOU, AND YOU WON'T EVEN TELL US WHO YOU *ARE?*

THAT'S RIGHT! MY OWN IDENTITY IS OF NO IMPORTANCE!

AT FIRST I THOUGHT HE WAS PUTTIN' US ON--BUT HE *ISN'T!*

NOPE! HE *MEANS* IT, ALL RIGHT!

BUT IT ISN'T *POSSIBLE!* HOW CAN WE *DO* IT??

WHAT CHANCE WOULD *WE* HAVE OF FINISHING OFF --*SPIDER-MAN?!!*

AS YOU CAN SEE, I'M PREPARED TO PAY HANDSOMELY TO INSURE THAT SPIDER-MAN NEVER INTERFERES WITH ME AGAIN!

AND, TO PREVENT ANY DOUBLE-CROSSING, I'VE CUT THESE BILLS IN *HALF!* YOU TAKE ONE HALF *NOW*--I'LL DELIVER THE *OTHER* HALF WHEN THE WEB-SLINGER HAS BEEN PUT OUT OF ACTION!

YOU *KNOW* I'LL PAY OFF, SINCE *MY* HALF IS WORTHLESS TO ME NOW, ANYWAY!

IT'S A *DEAL!*

HANDLE IT ANY WAY YOU WANT TO! ALERT THE ENTIRE UNDERWORLD TO THE *REWARD* I'M OFFERING! SPIDER-MAN CAN'T ELUDE *ALL* OF YOU!

WITH ALL THAT *BREAD* WAITIN' FOR US, HE AINT GOT A *CHANCE!*

WHAT'S HE *DONE* TO YOU THAT MAKES YOU SO ANXIOUS TO *GET* 'IM?

THAT'S *MY* BUSINESS! JUST YOU HANDLE *YOUR* END OF THE DEAL--AND DON'T ASK TOO MANY *QUESTIONS!*

RELAX, MY FRIEND! SPIDER-MAN IS AS GOOD AS *KAPUT!*

AND NOW, WHILE WE ALL CLEAR OUR HEADS AND TRY TO UNDERSTAND WHAT'S GOING ON HERE, LET'S QUICKLY VISIT THE CAMPUS AT EMPIRE STATE U....

HI, GALS! WAIT UP FOR US!

LOOK, GWEN! IT'S *FLASH THOMPSON* AND *HARRY OSBORN!*

I KNOW--THE TWO CHARTER MEMBERS OF THE "*LET'S HATE PETE PARKER*" CLUB!

WHILE, JUST A STONE'S THROW AWAY...

ANOTHER STUDENT PROTEST! WHAT ARE THEY AFTER *THIS* TIME?

DIDN'T YOU *HEAR?* THEY'RE PROTESTING TONIGHT'S PROTEST MEETING!

IT FIGGERS!

HEY, PARKER! NOT SO FAST! WE CAN USE ANOTHER MAN TO CARRY A SIGN! C'MON, JOIN IN THE PROTEST MARCH!

NOT *ME!* I HAVEN'T GOT *TIME!* BESIDES, I'VE NOTHING TO PROTEST ABOUT!

NOTHING TO *PROTEST* ABOUT?? WHAT *ARE* YOU--SOME KINDA RELIGIOUS FANATIC, OR SOMETHIN'?

WHAT 'SMATTER WITH YOU? AREN'T YOU INTERESTED IN SAVING THE WORLD??

ANYWAY, IT'S AN EXCUSE TO CUT CLASSES!

--AND MAYBE YOU'LL GET YOUR PICTURE IN *NEWSWEEK!*

SAY! LOOK WHO'S OVER THERE WITH THE *MARCHERS!*

IT'S THAT LIGHT-WEIGHT, *PETER PARKER!* WOULDN'TCHA *KNOW* IT?

HE'S NOT *WITH* THEM! LOOK--HE'S *LEAVING!*

C'MON, PARKER--IF YOU JOIN *OUR* PROTEST MEETING, WE'LL JOIN ONE OF *YOURS* SOME TIME!

SURE! AND, IF YOU'VE NOTHING TO PROTEST, DON'T WORRY ABOUT IT! *THAT* WON'T STOP US!

FORGET IT!

AWW--YOUR COUSIN LIKES LAWRENCE WELK!

GOWAN BACK TO *SQUARESVILLE,* YOU ROSY-CHEEKED REACTIONARY!

I'D BETTER CUT OUT, BEFORE I *GIVE* THEM SOMETHING TO PROTEST ABOUT!

JUST AS I *THOUGHT,* PARKER--YOU'RE EVEN TOO PUNY TO CARRY A *SIGN,* HUH?

NO MATTER *WHAT* FLASH SAYS TO ME, IT'S HARD TO GET *MAD* AT HIM! EVEN THOUGH HE HAS NO USE FOR PETER PARKER, HE'S ONE OF *SPIDER-MAN'S* MOST LOYAL FANS!

DON'T YOU *EVER* LOSE YOUR TEMPER, MOP TOP?

SURE! BUT NOT WHEN A BIG ZERO LIKE *YOU* TRIES TO GOAD ME!

I DON'T *GET* IT, FLASH! WHY DIDN'T YOU TAKE A *POKE* AT HIM? *I* WOULD HAVE!

WELL, HE'S STILL *THERE!* GO ON--BE MY GUEST!

AWW--I'D BE AFRAID OF *HURTING* HIM!

NO MATTER WHAT THE *OTHERS* SAY, THERE'S SOMETHING SO *STRONG*--SO *PROUD* ABOUT PETER PARKER--!

STUDENTS! ALL TOGETHER NOW! SWITCH SCENES--SWITCH!

I STILL DON'T UNDERSTAND WHAT HAPPENED? WHAT CAME OVER ME, TOMMY?

I DON'T KNOW, KID! BUT TRY TO REST-- AND THEN WE'LL SEE IF WE CAN FIGURE IT OUT!

I THINK IT HAD SOMETHING TO DO WITH THAT ARC LIGHT HITTING THE PUDDLE OF CHEMICALS!

IT SET OFF SOME KIND OF ELECTRIC SHOCK THAT WENT RIGHT THRU YOU! AT FIRST, I WAS SURE YOU WERE KAPUT!

HE FELL ASLEEP WHILE I WAS YAKKIN' AT HIM!

HE'S REALLY A GOOD EGG! I'D LIKE TO HELP HIM--BUT I DON'T EVEN KNOW WHERE TO START--WHAT TO DO--?

MEANWHILE, AT THE HEADQUARTERS OF WHAT MIGHT BE CALLED: HOODS, INCORPORATED!

AWRIGHT, YOU GUYS--PIPE DOWN! I WANNA TELL YA WHY I ASKED YOU ALL TO COME TO THIS MEETING!

YEAH! WE SORTA BEEN WONDERIN'!

SPEAK LOUDER! CAN'T HEAR YOU IN THE BACK!

OKAY! OKAY! NOW CLAM UP--ALL OF YOU!

A CERTAIN PARTY HAS OFFERED A REWARD TO THE MAN WHO FINALLY BEATS SPIDER-MAN! A REWARD BIG ENOUGH TO PUT YOU ON EASY STREET--PERMANENTLY! WHAT DO YOU SAY TO THAT?

SPIDEY'S NO PUSH-OVER! HOW BIG IS THE REWARD?

HOW DOES TWENTY THOUSAND GREENIES SOUND TO YOU?

TWENTY GRAND?!!

WHAT ARE WE WAITIN' FOR??

LET'S GO!

BEHIND THE IVY-COVERED, TIME-HALLOWED WALLS OF E. S. U....

LOOK AT PARKER TRYING TO MAKE LIKE A SCIENTIST! MY OLD MAN FORGOT MORE ABOUT SCIENCE THAN HE'LL EVER KNOW!

SEEMS TO ME I READ ABOUT OSBORN'S FATHER SOMEWHERE! --BUT CAN'T REMEMBER WHERE!

WELL, WHAT DOES IT MATTER?

THEN, THE MOMENT CLASSES ARE LET OUT--

I'VE GOT TO GET OFF BY MYSELF AND CHANGE TO SPIDER-MAN! I FEEL TOO COOPED-UP HERE!

MY HEAD IS SPINNING! I CAN'T FORGET BETTY BRANT--NED LEEDS--THAT COSTUMED MUSCLE-MAN I FOUGHT BEFORE-- OR AUNT MAY, AND MY SCHOOL WORK!

I CAN'T HELP FEELING SORRY FOR PETE! I WISH THEY'D ALL STOP RIDING HIM!

AND SO--

I'LL SWING THRU THE CITY AND SEE WHAT'S DOING!

THIS IS THE *ONE* THING THAT ALWAYS CLEARS MY HEAD-- CHASES THE COBWEBS AWAY!

BUT, IT LOOKS AS THOUGH IT'S GONNA BE A DULL NIGHT! I HAVEN'T EVEN HEARD A POLICE SIREN YET!

LOOK! IT'S *HIM!*

WE'VE STRUCK *PAY DIRT!*

LET'S TACKLE HIM FROM BEHIND!

YEAH! WE'LL POLISH 'IM OFF BEFORE HE KNOWS WHAT *HIT* 'IM!

UH OH! A BEVY OF BADDIES, SNEAKING UP BEHIND ME!

DON'T YOU GENTS KNOW BETTER THAN TO TRY A SURPRISE ATTACK ON A FELLA WITH BUILT-IN *SPIDER SENSE!?*

YOU NEEDN'T BOTHER *ANSWERING,* OF COURSE! IT WAS PURELY A RHETORICAL QUESTION!

LOOK OUT-- =URPPP!=

HOW'D HE KNOW WE-- =YUULP!=

FOP!

WELL, AT LEAST THE EVENING WASN'T A TOTAL LOSS!

BUT WHAT WOULD MAKE THREE CHEAP PUNKS DECIDE TO JUMP THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN?

AND, AS SPIDEY SPECULATES OVER HIS FALLEN FOES--

IT'S NO USE, TOMMY! I CAN'T SLEEP! MY HEAD'S GOIN' AROUND LIKE A TOP!

WELL, GET DRESSED AND TAKE A SHOWER, KID! MEBBE IT'LL MAKE YOU FEEL BETTER!

THEN, WE'D BETTER GO DOWNTOWN AND FIGURE OUT WHAT *DAMAGE* YOU'VE DONE! THE ONLY WAY TO KEEP YOU OUTTA THE CLINK IS TO SETTLE UP, SOMEHOW!

EVERYTHING I DO GOES WRONG! I WAS BORN A FAILURE, AND I'LL DIE A FAILURE! I'M JUST A *BUM!*

DON'T SAY THAT, JOE! YOU'VE JUST HAD A LOTTA BAD *BREAKS,* THAT'S ALL!

I SHOULDA BEEN *CHAMP!!* DO Y'HEAR-- *JOE SMITH, CHAMP!* THAT'S THE WAY IT OUGHTTA BE! BUT IT *AIN'T!*

WHUMP!

FOR THE LUVVA MIKE! YOU'RE JUST AS STRONG AS YOU WERE IN THE *STREET* BEFORE!

UH OH! SOMETHING'S *HAPPENING* TO HIM AGAIN! HE DON'T EVEN KNOW THAT I'M *HERE!*

I CAN *STILL* BE THE CHAMP! I'M *BIG* ENOUGH--AND *STRONG* ENOUGH--AND *TOUGH* ENOUGH!!

AND *I HATE 'EM ALL!* I STILL REMEMBER HOW EVERYONE *LAUGHED* AT ME! THEY SAID I DIDN'T HAVE A FIGHTER'S HEART!

WELL, I GOT IT *NOW!* AND I'LL *PROVE* IT--TO *ALL* OF 'EM!

NOW *HOLD ON,* KID! YOU CAN'T GO OUT AGAIN--NOT WHILE YOU'RE LIKE *THIS!* YOU'VE GOTTA *CALM DOWN* FIRST!

I'LL SHOW 'EM WHO'S A *CHUMP!* I'LL *SHOW* 'EM THE KINDA FIGHTER *JOE SMITH* IS!

I CAN'T *STOP* HIM! HE DOESN'T EVEN *HEAR* ME!

LISTEN, KID! I WON'T LET YOU *DO* IT! YOU'LL ONLY GET INTO MORE--

-;*UNNHHH!*=

NOBODY TELLS THE *CHAMP* WHAT TO DO!! *NOBODY!*

WHILE, IN A NEIGHBORING AREA, MORE FUN AND GAMES ARE NOW IN PROGRESS--

WHAT'S MADE *ME* THE TARGET FOR EVERY CHEAP HOOD AND GUNNIE IN TOWN LATELY?

IT'S LIKE SOMEBODY SUDDENLY DECLARED *OPEN SEASON* ON SPIDER-MEN!

I APPRECIATE THE FACT THAT YOU'VE ALL VOLUNTEERED TO SERVE AS MY *SPARRING PARTNERS--*

BUT I'D SURE LIKE TO KNOW *WHY* THE SUDDEN GENEROSITY?

WELL, I SUPPOSE YOU'LL TELL ME IN YOUR OWN GOOD TIME--AFTER YOU WAKE UP, THAT IS!

ALL DONE? HMMM--THEY DON'T SEEM TO BUILD TOUGH CROOKS LIKE THEY *USED* TO!

AND, AT THAT EXACT, PRECISE, SELF-SAME SPLIT-SECOND (NOT THAT IT WOULD REALLY MAKE ANY DIFFERENCE IF IT WAS A BIT EARLIER OR LATER), A STRANGELY-GARBED FIGURE ENTERS A CROWDED GYM--

REMEMBER ME, YOU CREEPS? I'M JOE SMITH--AND I'M GONNA WALLOP THE LIVIN' DAY-LIGHTS OUT OF THE WHOLE MANGY PACK OF YA!

OKAY, CANVASBACK, WE ALL GOT A LAUGH OUTTA YOUR CRAZY COSTUME--NOW GET LOST!

NAH, LET 'IM HANG AROUND, MARVIN! HE KINDA DRESSES UP THE JOINT!

YEAH! HE'S PURTY AS A PICTURE IN HIS NEW SUNDAY-GO-TO-MEETIN' DUDS!

I HOPE HE REALLY IS LOOKIN' FOR A FIGHT! I AINT KNOCKED NOBODY'S BLOCK OFF IN WEEKS!

YOU BET I'M LOOKIN' FOR A FIGHT! C'MON NOW--WHO'S GONNA BE FIRST? OR DO I HAVETA PICK MY OWN VICTIMS?

OKAY, SONNY BOY--YOU'RE ASKIN' FOR IT! STEP ASIDE, YOU GUYS--HE'S MINE!

UH UH! I WANT FIRST CRACK AT 'IM! TAKE YOUR TURN!

JUST STAY WHERE YOU ARE, SMITH! THIS WON'T TAKE LONG!

YOU BET IT WON'T!

I'VE BEEN WAITIN' FOR THIS EVER SINCE I CAN REMEMBER! I HATE ALL OF YOU PUNKS!

HEY!--

-ULLP!-

-WHUUUP!-

AND NOW, WE'RE SURE IT WILL COME AS NO SURPRISE TO ANY LOYAL SPIDEROPHILE TO SEE SPIDEY SWINGING PAST THE GYM DURING THE AFOREMENTIONED DONNY-BROOK... (OR: HOW WORDY CAN YOU GET?!!)

HEY! WHAT GIVES IN THERE?

WHOOM!

THOP!

PLONK!

SOUNDS LIKE A TYPICAL DAY AT THE GENEVA PEACE CONVEN-TION!

WELL, HOW ABOUT THAT ?!!

JUST THE ONE I'M LOOKING FOR!

DOESN'T HE EVER STOP FIGHTING?

GANGWAY! HERE COMES SPIDEY! PLEASE--DON'T EMBARRASS ME BY YOUR APPLAUSE!

HEY! WHAT A LUCKY BREAK! HERE'S OUR CHANCE TO COLLECT THAT REWARD!

WHAT'RE WE WAITIN' FOR? GET 'IM!

WHAT'S WITH YOU GUYS?? I COME HERE TO HELP YOU--AND YOU JUMP ON ME!

KEEP AFTER 'IM! HE CAN'T FIGHT US ALL OFF!

DON'T BET ON THAT TIGER!

YOU! YOU'RE TRYING TO INTERFERE WITH ME AGAIN! BUT I WON'T LET YOU!

BOK!

NOW'S OUR CHANCE! RUSH 'IM! C'MON--MOVE!

STAY WITH 'IM, JOE! WE'LL SPLIT THE REWARD WITH YA!

OH NO! I'M IN THIS ALONE! YOU'RE ALL MY ENEMIES!

REWARD, EH? VERY INTERESTING! I WONDER WHO'S THE PAYER?

OKAY, BOYS--REST PERIOD'S OVER! IF YOU WANT ME NOW--YOU'LL HAVE TO FIGHT FOR ME!

YAK!

BTAK!

THE OTHERS ARE EASY! YOU'RE THE ONE I'VE GOTTA BEAT! THEN I'LL BE THE CHAMP!

I WAS RIGHT ABOUT HIM! THE POOR GUY HASN'T GOT ALL HIS MARBLES!

OKAY, IT'S *SOUND EFFECTS* TIME AGAIN--SO HANG ON--HERE WE *GOOOOO--!*

FTAK!

BUTOOP!

YAGGHHHH!

KAPOW!

FOOM!

SLAK!

BOK!

TWIK!

TWAK!

BRUP!

KLIP!

AND NOW, WITH ONE FINAL "PAKOW!" WE END OUR SCINTILLATING SOUND-EFFECTS SECTION--AS SMILIN' STAN THANKS YOU, ONE AND ALL, FOR THE BRIEF BREATHER YOU'VE ALLOWED HIM!

WELL? HAD *ENOUGH*, BIG FELLA?

THE *SPOTS!* I DON'T *SEE* 'EM ANY-MORE! AND--I FEEL JUST LIKE I ALWAYS *USED* TO--!

WHAT'S GOIN' *ON* IN HERE? WE HAD A REPORT OF A *FIGHT!*

WADDAYA *EXPECT* IN A GYM--*MAYPOLE DANCIN'?*?

VERRRRRY FUNNY! LET'S HOPE IT'LL TICKLE THE *JUDGE*, TOO!

HEY! WE'VE BEEN *LOOKING* FOR YOU! YOU'RE THE CHARACTER WHO THINKS HE'S A ONE-MAN *BULLDOZER!*

I-I DIDN'T MEAN TO CAUSE ANY TROUBLE!

NO-- NEITHER DID *KING KONG!*

HOLD IT, BOYS! I'LL TAKE CARE OF *EVERYTHING!* I'M HIS *MANAGER!*

MANAGER? WHAT *HE* NEEDS IS A GOOD *LAWYER!*

TOMMY! BOY, AM I GLAD TO SEE *YOU!*

I HAD A LONG TALK WITH THE TV PEOPLE! THEY'RE WILLING TO *DROP* ALL THE CHARGES AGAINST YOU!

THEIR TECHNICAL EXPERTS SAID THE *ELECTRIFIED CHEMICALS* WHICH SPLASHED YOU CAUSED YOU TO RUN AMOK! BUT THE EFFECTS SHOULD BE WEARING OFF SOON!

I THINK THEY'VE WORN OFF *ALREADY!* I FEEL LIKE *MYSELF* AGAIN!

BUT YOU HAVEN'T HEARD THE *BEST--*

THEY SAW THE FIRST RUSHES OF YOUR FILM! YOU WERE *SENSATIONAL!* THEY WANNA ENLARGE YOUR ROLE--SIGN YOU UP TO A LONG-TERM ACTING CONTRACT! THE *WORKS!*

AND THEY'RE TAKIN' *ME* ALONG AS YOUR MANAGER!

I-I'M GONNA *BE* SOMEBODY--AT *LAST!* *ME,* JOE SMITH--AN *ACTOR!*

HEY, THAT'S *TERRIFIC,* JOE! WE ALWAYS *KNEW* YA HAD IT IN YA!

I AINT A STUMBLEBUM ANY MORE! IT'S LIKE A REAL *MIRACLE!*

SINCE THE TV STUDIO IS DROPPING CHARGES, AND HE'S WILLING TO PAY FOR ALL OTHER DAMAGES, WE WON'T BE TAKING HIM INTO CUSTODY!

HOW'S ABOUT GETTIN' *US* IN THE MOVIES *WITCHA,* CHAMP? ME, I ALWAYS T'OUGHT I WUZ KINDA THE CARY GRANT TYPE!

I'M SURE *GLAD* IT WORKED OUT THIS WAY! I ALWAYS *FELT* HE WASN'T REALLY A BAD GUY!

AT LEAST I LEARNED HIS *NAME,* ANYWAY! MAYBE SOME DAY I'LL BE ABLE TO GET A FREE PASS TO SEE HIM IN A MOVIE!

ALTHOUGH, WITH *MY LUCK,* THEY'LL GIVE HIM A NOSE JOB--CHANGE HIS NAME--AND I'LL NEVER KNOW WHO HE *IS!*

MINUTES LATER, AS SPIDEY MAKES HIS WAY THRU A NEARBY ALLEY--

THERE HE *IS!* IT'S *SPIDER-MAN!*

LET'S *GRAB* 'IM BEFORE HE CAN GET AWAY! *ALL TOGETHER--RUSH 'IM!*

AH *HA!* MY CHEERING SECTION'S HERE AGAIN!

WE'VE *GOT* 'IM NOW! HE CAN'T GET *PAST* US--THE ALLEY'S TOO NARROW!

I'VE GOT *NEWS* FOR YOU EAGER BEAVERS! IT'S *YOU* WHO CAN'T GET PAST *ME!*

DON'T RUSH, BOYS--WE'VE GOT ALL THE TIME IN THE WORLD! JUST STEP RIGHT UP--!

THAT TWENTY GRAND IS AS GOOD AS OURS RIGHT *NOW!*

TWENTY THOUSAND!! IS *THAT* THE REWARD OFFERED FOR ME?

I WISH I COULD CLAIM IT *MYSELF!*

LIFE IS REALLY A *RIOT!* *JOE SMITH* CAUSES ALL THAT TROUBLE, AND WINDS UP A BIG *HERO!*

I *SAID* DON'T RUSH!!

--WHILE *SPIDEY,* THE POOR MAN'S *SIR LANCELOT,* ALWAYS MANAGES TO WIND UP IN *NOWHERESVILLE!*

IT'S A GOOD THING I'M NOT THE HYPER-EMOTIONAL TYPE! I'D PROBABLY HAVE HAD A *BREAKDOWN* LONG BEFORE THIS!

SORRY I'M DEPRIVING YOU OF YOUR REWARD BUNDLE, FELLAS--

BUT THINK OF THE MONEY I'M SAVING YOU IN *TAXES!*

BIG DEAL! SO I WIN ANOTHER FIGHT, AND--AS USUAL, I WIND UP WITH *NOTHING* TO SHOW FOR IT!

EVEN A BLAMED STORE WINDOW *DUMMY* SITS THERE AND *GRINS* AT ME!

GO ON--SMIRK! SIT THERE WITH A DUMB-LOOKING SMILE ON YOUR LIFELESS PAN! THE MORE I *LOOK* AT HIM, THE MORE HE REMINDS ME OF *NED LEEDS!*

KNOW WHY I HATE YOU, LEEDS--?

--BECAUSE *YOU* HAVE THE RIGHT TO PROPOSE TO BETTY!

THE SHADOW OF-- *SPIDER-MAN* --ISN'T STANDING BETWEEN YOU!

A SHORT TIME LATER, AT THE HOME OF MRS. MAY PARKER...

I'M SO SORRY YOU CAN'T STAY ANY LONGER, MARY JANE! I'M SURE PETER WILL BE HOME 'MOST ANY MINUTE NOW!

I'D *SO* LIKE TO MEET HIM, MRS. PARKER! BUT, SOME OTHER TIME, PERHAPS--!

NO SOONER HAS THE FRONT DOOR CLOSED BEHIND THE VISITOR, THAN MAY PARKER HEARS A WEARY VOICE BEHIND HER...

PETER PARKER! YOU MUST HAVE COME IN THE BACK DOOR!

SORRY I'M LATE, AUNT MAY--BUT I'VE ALREADY HAD DINNER!

SURE! WHAT'S THE DIFFERENCE?

THERE WAS SOMEBODY TO SEE YOU AT THE FRONT DOOR! HURRY--SHE MAY STILL BE THERE!

SHE?? WHO WAS IT?

OH PSHAW!! WE'RE JUST SECONDS TOO LATE! ISN'T THAT A SHAME!

I DON'T RECOGNIZE THE CAR! TELL ME, AUNT MAY--WHO IS SHE?

WHY, IT WAS MARY JANE WATSON, YOU SILLY BOY! THE GIRL I'VE BEEN TRYING TO HAVE YOU MEET FOR MONTHS!

FOR JUST A SECOND--I THOUGHT--IT MIGHT HAVE BEEN--BETTY!

OH!

SHALL I HEAT A GLASS OF WARM MILK FOR YOU, DEAR?

NO, THANKS! I'LL JUST CATCH THE LATE NEWS ON TV, AND THEN GO TO BED!

IT HAS JUST BEEN ANNOUNCED THAT JOE SMITH HAS SIGNED A FIVE-YEAR CONTRACT WITH THE INTERNATIONAL BROADCASTING NETWORK TO STAR IN A NEW SUPER-HERO SERIES! MR. SMITH, A VIRTUAL UNKNOWN UNTIL RECENTLY, WAS--

OH NO!!

--REPORTED TO HAVE FOUGHT SPIDER-MAN HIMSELF TO A STANDSTILL!

THAT TAKES THE CAKE! NOT ONLY WILL HE BECOME A BIG STAR NOW--BUT I'LL SEEM WORSE THAN EVER!

CLICK!

I'M TOO TIRED TO WATCH THE REST OF THE NEWS, AUNT MAY! I'LL SAY GOOD NIGHT TO YOU NOW!

SLEEP WELL, PETER DEAR! I'M GLAD YOU TURNED OFF THE TV! SOME OF THOSE NEWS ITEMS CAN GIVE A BODY NIGHTMARES!

NOT MUCH CHANCE OF THAT IN MY CASE!

---I ONLY HAVE THEM WHEN I'M AWAKE!

NEXT ISH!

THE BIGGEST SURPRISE OF THE SEASON AWAITS YOU!

'NUFF SAID!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

39 AUG

IND.

MARVEL COMICS GROUP

ANOTHER MARVEL FIRST

SPIDEY and The GREEN GOBLIN... BOTH UNMASKED!

"HOW GREEN WAS MY GOBLIN!"

ATTENTION, ALL WEB-SPINNERS!

BE PREPARED FOR MORE STARTLING, SURPRISE DEVELOPMENTS THAN YOU'VE EVER SEEN IN ANY SINGLE SPIDEY SPECTACULAR BEFORE!

WE WENT ALL-OUT ON THIS ONE--SO BUCKLE YOUR SEAT BELTS, AND AWAAAAAAAY WE GO--

BY NOW, THAT WEB-CRAWLING WEASEL MUST HAVE FORGOTTEN ALL ABOUT THE GREEN GOBLIN!

THEREFORE, THIS IS THE PERFECT TIME FOR ME TO STRIKE-- AND TO GET THE REVENGE THAT MY SOUL IS HUNGERING FOR!

DAILY BUGLE

SPIDER-MAN'S IDENTITY STILL A MYSTERY

SCRIPT..... SMILIN' STAN LEE

ART..... JAZZY JOHNNY ROMITA

INKS..... MIGHTY MICKEY DEMEO

LETTERING.. ADORABLE ARTIE SIMEK

ALL DURING THE SPEEDY, HAIR-RAISING FLIGHT BACK TO HIS HIDEOUT, THE MYSTERIOUS ***GREEN GOBLIN*** WORKS HIMSELF INTO A VERITABLE ***FRENZY*** AS HE RECOLLECTS HIS PREVIOUS BATTLES WITH ***SPIDER-MAN,*** UNTIL...

I'VE WAITED LONG ENOUGH! THERE WILL NEVER BE A BETTER TIME TO DESTROY MY MOST HATED ENEMY THAN ***NOW!***

EVERYTHING IS IN ***MY*** FAVOR! I HAVE THE POWER--THE SKILL--AND THE PRICELESS ELEMENT OF ***SURPRISE!***

BUT, MERELY ***DESTROYING*** HIM--SIMPLY ***CRUSHING*** HIM LIKE A WORM --WILL NOT GIVE ME ENOUGH SATISFACTION!

I MUST DO STILL ***MORE*** THAN THAT!

FIRST, I'LL ***TOY*** WITH HIM--OUT-SMART HIM EVERY STEP OF THE WAY--AS ONLY THE ***GOBLIN*** CAN!

THEN, BEFORE DELIVERING THE ***FINAL STROKE,*** I'LL ADMINISTER THE MOST ***HUMILIATING*** BLOW OF ALL--

I'LL LEARN HIS ***SECRET IDENTITY,*** AND REVEAL IT TO ALL THE WORLD!

THEN--AND ***ONLY*** THEN--I'LL ***FINISH*** HIM--FOREVER!

MY LITTLE BAG OF TRICKS IS FULLY LOADED--AND MY ***STUN BOMBS*** ARE MORE POTENT THAN EVER!

IF I DIDN'T ***DESPISE*** THAT MISERABLE MASKED MISANTHROPE SO MUCH, I'D ALMOST ***PITY*** HIM--BECAUSE OF WHAT'S IN STORE!

I'VE MODIFIED MY ROCKET-POWERED ***FLYING BROOMSTICK*** SO THAT IT'S FASTER AND MORE MANEUVERABLE THAN EVER!

HAD I NOT BEEN SO CARELESS--AND SO OVERCONFIDENT IN THE PAST, I COULD HAVE BEATEN SPIDER-MAN EVEN ***THEN***--

--BUT ***NOW***--THE OUTCOME IS A FOREGONE CONCLUSION!

HE HASN'T A ***CHANCE!***

BY THE TIME MY LITTLE SCHEME IS FINISHED, SPIDER-MAN'S SECRET IDENTITY WILL BE A SECRET *NO LONGER!*

--AND THE *GREEN GOBLIN* WILL HAVE SCORED THE GREATEST TRIUMPH OF ALL!

WE DON'T WANT YOU TO THINK THAT THE AVERAGE CITY IS CRAWLING WITH COSTUMED HIGH-FLYERS, BUT IN ANOTHER SECTION OF THE TEEMING METROPOLIS WE FIND--

JUST MY LUCK-- I FEEL AS THOUGH I'M CATCHING A REAL HEAVY *HEAD COLD!*

OF COURSE IT *COULD* BE JUST AN *ALLERGY!*

BUT, I CAN'T AFFORD TO TAKE ANY CHANCES! I'LL LET *DOC BROMWELL* GIVE ME A FAST CHECK-UP!

I DON'T WANNA BE THE ONLY SUPER-HERO IN TOWN WHO *SNEEZES* HIS WAY THRU A FIGHT!

SECONDS LATER...

I'LL LEAVE MY SPIDEY COSTUME IN MY BRIEF-CASE UNTIL THE DOC'S THRU EXAMINING ME, AND THEN--UH OH!

HEY, SON--NO ONE'S ALLOWED IN THAT BROOM CLOSET! WHATCHA *DOIN'* IN THERE?

BROOM CLOSET? I THOUGHT ID WAS A *WAITING ROOM!*

MAINTENANCE

I SHOULD HAVE *KNOWN* I WAS IN THE WRONG PLACE, THOUGH! THERE WEREN'T ANY OF LAST YEAR'S *MAGAZINES* ON THE TABLE!

I WAS HERE ALL THE TIME! I DIDN'T SEE ANY-ONE GO *IN* THAT ROOM! HOW THE HECK--??

POOR GUY! I KNOW WHAT'S *PUZZLING* HIM!

WONDER WHAT HE'D SAY IF I TOLD HIM I SWUNG IN THRU THE WINDOW ON MY *WEB?!!*

DR. BROMWELL

OFFICE HOURS 9 to

OH WELL--HE'LL HAVE TO CHALK IT UP AS ONE OF LIFE'S LITTLE MYSTERIES!

IS THE DOCTOR *EXPECTING* YOU?

WELL, I DON'T HAB AN APPOINTMENT, BUT I HAB THIS BAD CODE ID MY NODE--!

SO I SEE! GO RIGHT IN, THEN--LUCKILY, HE'S FREE AT THE MOMENT!

HI, DOC! I CAME TO SEE YOU BECAU'D I HAB--

YOU DON'T HAVE TO TELL ME, PETE! THAT INVISIBLE CLOTHESPIN YOU SEEM TO BE WEARING ON YOUR NOSE IS A DEAD GIVEAWAY!

ROLL UP YOUR SLEEVE, SON...

WONDER WHAT HE'D SAY IF I HADN'T TAKEN MY SPIDEY SUIT OFF AND HE SAW IT PEEPIN' OUT AT HIM FROM UNDER MY SHIRT?

YOUR BLOOD PRESSURE'S FINE, PETE! YOU'VE GOT THE PULSE OF A SUPER-HERO!

YOU'RE PUTTIN' ME ON, DOC!

FINALLY... YOU'VE A WHOPPER OF A COLD, SON--BUT SOME ANTI-HISTAMINE PILLS AND A B-12 SHOT WILL HAVE YOU GOOD AS NEW AGAIN!

HOWEVER, I'M GLAD YOU DROPPED IN-- I WANT TO TALK TO YOU--!

YOU LOOK SO GRIM, DOC! IS ANYTHING WRONG? IS IT ABOUT AUNT MAY?

NOW DON'T BE ALARMED, MY BOY! IT IS ABOUT YOUR AUNT--AND IT'S SOMETHING QUITE IMPORTANT!

AS YOU KNOW, I'VE BEEN KEEPING CLOSE WATCH OVER HER SINCE HER LAST OPERATION...

EVEN THOUGH SHE'S REGAINED SOME OF HER STRENGTH, SHE'S AN OLD WOMAN, PETE--

--AND THE OPERATION HAS WEAKENED HER A GREAT DEAL! SO, I JUST WANTED TO WARN YOU--IN HER PRESENT CONDITION, SHE MUST HAVE NO SUDDEN SHOCKS-- NO EXCITEMENT--!

ANY ADDITIONAL SETBACK MIGHT VERY WELL PROVE--FATAL!

LUCKILY, YOU BOTH LEAD QUIET PEACEFUL LIVES--WHICH IS WHAT YOUR AUNT NEEDS MORE THAN ANYTHING ELSE!

I KNOW YOU'LL DO ALL YOU CAN TO KEEP HER CALM-- AND UNWORRIED!

SURE, DOC-- SURE!

I'VE BEEN SO WRAPPED UP IN MYSELF LATELY, I HAD ALMOST FORGOTTEN HOW NEAR TO DEATH AUNT MAY HAD BEEN!

NOW, MORE THAN EVER, I MUST SEE TO IT THAT SHE NEVER LEARNS MY SECRET IDENTITY!

IT WOULD WORRY HER-- INTO THE GRAVE!

IT MUST BE WONDERFUL TO BE HIS AGE--NO TROUBLES--NO RESPONSIBILITIES-- NONE OF THE WORRIES OF OLDER FOLK!

I SURE DON'T FEEL MUCH LIKE CLASSES TODAY--BUT I CAN'T AFFORD TO MISS A SESSION-- I'VE HAD TOO MANY ABSENCES LATELY!

I'VE ALWAYS TAKEN AUNT MAY FOR GRANTED--BUT, IF ANYTHING SHOULD HAPPEN TO HER--!

SHE'S BEEN SO GOOD TO ME ALL THESE YEARS --SACRIFICED SO MUCH FOR ME...!

I NEVER THOUGHT OF IT THIS WAY BEFORE, BUT--SHE'S MY ONLY *RELATIVE*--SHE'S ALL THE FAMILY I *HAVE!*

THERE'S PETER PARKER! NOW REMEMBER, FLASH--WE ALL DECIDED TO ACT *FRIENDLY* TO HIM!

HI, PETE! HOW'S IT GOIN'? SEEN ANY-THING OF HARRY OSBORN?

:HMMPH!: LOOKS TO *ME* LIKE YOU'RE WASTING YOUR TIME! PARKER'S NOT *BUYIN'!*

LET'S *FACE* IT! HE'S THE ORIGINAL *COLD SHOULDER KID!* IF HE WANTS TO BE A LONER, *LET* 'IM! WHAT'S IT TO US?

I JUST DON'T *UNDER-STAND* HIM! SOME-TIMES HE'S AS FRIENDLY AS A PUPPY!

I *KNEW* IT WAS A MISTAKE! THAT GUY'S LIKE *NOWHERE!*

WELL, HERE'S WHERE I GET OUT! THANKS FOR THE LIFT, DAD!

UH HUH...

IS ANYTHING *WRONG*, DAD? YOU HARDLY SAID A WORD ALL THE WAY FROM THE HOUSE TO HERE!

THERE'S *NOTHING* WRONG! DID YOU WANT ME TO GIVE YOU A *LIFT*, OR DELIVER A *SPEECH* ON THE WAY?!!

I DIDN'T MEAN TO GET YOU *ANGRY!* I WAS JUST WONDERING--

WELL, *DON'T* WONDER! IT COSTS ME A *FORTUNE* TO KEEP YOU IN COLLEGE--SO TRY THINKING ABOUT YOUR *STUDIES* ONCE IN A WHILE!

EVERYTHING I SAY OR DO SEEMS TO DISPLEASE HIM! IF ONLY I KNEW WHAT WAS *WRONG!*

THERE HE IS *NOW!*

HEY, HARRY--ALL BETS ARE *OFF* ABOUT PUNY PARKER! HE'S AS *HOPELESS* AS EVER!

WHAT'S GOTTEN INTO *HIM?*

HOLY SMOKE! NOW *HE'S* MAKIN' WITH THE "I *DON'T* KNOW YA FROM ADAM" BIT!

I DUNNO WHAT PARKER'S *GOT*--BUT WE BETTER PUT 'IM IN *QUARANTINE!* IT'S TURNIN' INTO AN *EPIDEMIC!*

IF HE'S IN TROUBLE --IF HE *NEEDS* ANYTHING--WHY WON'T HE *TELL* ME? I'M ONLY A COLLEGE STUDENT, BUT MAYBE I CAN *HELP!*

NEVER SAW OSBORN SO QUIET! NORMALLY HE'D HAVE TOSSED A DOZEN *INSULTS* MY WAY BY NOW!

S'MATTER, HARRY? ANYTHI'G WRONG? AREN'T YOU *FEELI'G* WELL?

I'M OKAY, PARKER!

AND SINCE WHEN IS IT ANY OF *YOUR* BUSINESS WHETHER OR NOT I--

AW, *FORGET* IT! I DIDN'T MEAN TO SNAP AT YOU!

WOW! SOME-THING MUST BE *REALLY* BUGGING HIM! HE'S ALMOST ACTING *HUMAN!*

I JUST CAN'T FIGURE OUT **PARENTS!** NOW TAKE MY **DAD**--WE WERE ALWAYS REAL **PALS**--TILL A FEW YEARS AGO! THEN HE STARTED TO--CHANGE!

I KNOW HE'S BEEN HAVING TOUGH SLEDDING IN **BUSINESS**--BUT WHY TAKE IT OUT ON **ME?**

THE POOR GUY!

NO **WONDER** HARRY SEEMED SO BITTER!

I KNOW WHAT YOU MEAN, FELLA--BUT TRY TO LOOK AT IT **THIS** WAY--IT CAN ALWAYS BE **WORSE!** FOR INSTANCE, TAKE **ME**--I DON'T REMEMBER EVER EVEN **HAVI'G** A FATHER!

PETER AND HARRY--HAVING A REAL HEART-TO-HEART! NOW I'VE SEEN **EVERYTHING!**

YOU MEAN--YOU'RE AN **ORPHAN?** I DIDN'T **KNOW** THAT ABOUT YOU--

I SHOULDN'T HAVE SOUNDED OFF THAT WAY TO YOU, PARKER! FORGET ABOUT THE WHOLE THING, HUH?

SURE, BUT SOMETIMES IT'S GOOD TO GET SOMETHI'G OFF YOUR CHEST!

IF PETER PARKER BECOMES ONE OF OUR CROWD, IT'LL BE JUST **WONDERFUL**--FOR **ME!**

PARKER'S A FUNNY GUY! AFTER ALL THE **NEEDLIN'** HE'S TAKEN FROM HIM, THERE HE IS TALKING TO **HARRY** LIKE A DUTCH UNCLE!

HE'S EITHER A REAL WEAK SISTER--OR A LOT MORE **MAN** THAN WE EVER THOUGHT HE WAS!

WELL, DON'T LET IT BUG YOU, FELLA! THINGS HAVE A WAY OF GETTI'G **BETTER** WHEN YOU LEAST EXPECT IT!

YEAH--I GUESS SO--!

BUT, JUST TO PROVE YOU'RE NOT REALLY READING *TOM BROWN'S SCHOOL DAYS*, CLASSES FINALLY BREAK, AND *ACTION TIME* IS APPROACHING FAST--

STILL CAN'T SHAKE THIS DARN COLD! MAYBE A LITTLE ***WEB-SWINGING*** IS WHAT I NEED!

YOU OR I MIGHT WISH FOR "A LITTLE WEB-SLINGING", AND THAT WOULD BE THAT--

--BUT, WHEN ***PETER PARKER*** SAYS IT--IT'S FOR ***REAL***, TIGER!

AHH, ***THIS*** IS MORE LIKE IT! I'M FEELING BETTER ***ALREADY!***

WOW! LOOK AT ***THAT!***

THEY MUST BE ***NUTS*** TO PULL A STICKUP ***THERE***, RIGHT IN SPIDEY-SWINGIN' TERRITORY! MIGHT AS WELL DO IT IN ***MACY'S WINDOW!***

GLAD MY ***CAMERA'S*** LOADED! LOOKS LIKE I'LL BE ABLE TO SELL SOME PIX TO JOLLY JONAH!

HEADS UP, YOU GUYS! HERE COMES ***SPIDER-MAN!***

LET 'IM ***COME!*** WE'LL TAKE CARE OF 'IM!

SO ***WHAT?*** THAT'S WHAT WE WERE ***WAITIN'*** FOR, WUZN'T IT?

DON'T NOBODY TRY ANYTHING ***FUNNY***, SEE?

YEAH, BUT A ***PUSHOVER*** THAT GUY ***AIN'T!***

WE AINT EXACTLY FAMOUS FOR OUR ***SENSAHUMOR!***

ELEVATO

HERE HE COMES! GRAB 'IM! HE CAN'T LICK ALL OF-- =YUMMMPH!=

IF YOUR FIGHTI'G PROWESS IS AS WEAK AS YOUR HOSPITALITY, YOU'RE IN A BAD WAY, CHARLIE!

BOK!

KAK!

IT'S ODD--THEY DIDN'T SEEM SURPRISED TO SEE ME! ALMOST AS THOUGH THEY EXPECTED ME TO ATTACK THEM! OR, AM I JUST IMAGINING IT?

DON'T RUSH, FELLAS! I PROMISE NOT TO IGNORE A SINGLE ONE OB YOU!

FLOP!

IT'S BEEN QUITE A WHILE SINCE I JUST HAD A NICE, SIMPLE COPS 'N ROBBERS TYPE OF FIGHT WITH A BUNCH OF AVERAGE, ORDINARY, EVERYDAY THUGS!

IT MAKES YOU REALIZE THERE'S NOTHI'G AS SATISFYI'G AS THE SIMPLE LIFE!

WOK!

YOU STALWARTS MIGHT HAVE A LOT OF INNER QUALITIES WHICH I'M NOT AWARE OF, BUT AS CONVERSATIONALISTS YOU'RE JUST A BUNCH OB DROPOUTS!

WHO'S BEEN GIVI'G YOU YOUR BOXING LESSONS LATELY-- WOODY ALLEN?

THOP!

GOOD WOIK, BOINARD! YA GOT 'IM!

YEAH! NOW WE WON'T HAVETA LISTEN TO ANY MORE OF HIS BLASTED YAPPIN'!

COME ON! COME ON! LET 'IM HAVE IT! WE CAN'T HANG ONTA HIM ALL DAY!

CORRECTION, BUSTER! YOU CAN'T EVEN HA'G ONTO ME FOR ANOTHER SECOND!

KHM!

OHH, MY HEAD! IF ONLY I HAD ANOTHER ALLERGY PILL!

IT'S *DISGRACEFUL*--ALL THOSE THUGS GANGING UP ON ONE LONE MAN! IF ONLY THE *POLICE* WOULD GET HERE!

DON'T WORRY ABOUT *SPIDER-MAN*, LADY! 'CORDIN' TO WHAT I READ IN THE *BUGLE*, HE'S AS BAD AS *ANY* OF THEM!

STILL, HE *DID* TACKLE ALL THOSE HOODLUMS SINGLE-HANDED TO HELP *US*!

HOW DO WE KNOW HE HASN'T ANOTHER--A MORE *SINISTER* REASON?

I *STILL* HAVE A FUNNY FEELING ABOUT ALL THIS! THEY'RE FIGHTING AS THOUGH THEY'VE BEEN *PRACTICING* FOR JUST THIS MOMENT!

--AS THOUGH THEY'VE BEEN *TRAINED* TO HOLD THEIR OWN AGAINST SOMEONE LIKE *ME*!

OKAY, GROUP! YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS BEGINNI'G TO LOSE HIS *PATIENCE* NOW!

WHAMMO! ONE EIGHT-BALL INTO THE SIDE POCKET!

BTAP!

FIREARMS! GOOD HEAVENS, MAN! AREN'T YOU AWARE THEIR POSSESSION IS AGAINST THE *LAW*!

KRAK!

THTIK!

AND YOU HAVEN'T EVEN SHOUTED "ANYONE AROUND MY BASE IS IT!"

THAT'S *DIRTY POOL*, MISTER!

BUT, *WORST* OF ALL, I'VE A FEELI'G YOU LOOKED ID THOSE GLASSES WITHOUT PAYI'G YOUR *DIME*!

UH OH! *MORE* OF 'EM, STARTING TO RUSH ME ALL AT ONCE! GOTTA GIVE THEM "A" *FOR EFFORT*, ANYWAY!

MUCH OBLIGED, GUYS--

I'VE BEEN *WANTI'G* TO TRY OUT THIS NEW, TANGLE-FREE ROLL OF WEBBI'G!

LOOK OUT FOR HIS *WEB*!

THWIP!

NOW YA TELL US!

BUT LET'S HURRY IT UP, HUH? THIS STUFF IS *EXPENSIVE*!

THOSE HORRIBLE MEN! WHY DOESN'T SOMEBODY DO SOMETHING???!-- DON'T LOOK AT THEM, SELWYN--YOU'RE TOO YOUNG FOR SUCH AN AWFUL SIGHT!

AWW, MA-- THAT FIGHT'S TAME NEXT TO THE KIDDIE SHOWS ON TV!

LOOK! SPIDER-MAN'S LURED THEM AWAY FROM THE ELEVATOR! WE CAN ALL GET OUT OF HERE NOW!

I'M GLAD MY LITTLE CHEERING GALLERY'S LEAVING BEFORE SOMEONE GETS HURT!

NO MATTER HOW IT HAPPENED, I'D BE SURE TO GET THE BLAME!

WAIT, MA--LEMME STAY! IT'S JUST STARTIN' TO GET GOOD!

SELWYN! WHAT WOULD SOUPY SALES SAY IF HE HEARD YOU?!!

THAT BLASTED WEB-HEAD MUSTA SHOT HIS BOLT BY NOW! LET'S GET 'IM!

I HATE TO SPOIL YOUR PIPE DREAMS, LITTLE MEN--BUT I INTEND TO BE THE GETTER, NOT THE GETTEE!

THWIP! THWIP!

IF YOU MISSED THE POINT THIS TIME, SEE ME AFTER CLASS AND I'LL REVIEW ID WITH YOU!

ROOF!

AKK!

THEY DON'T EVEN ACT DISAPPOINTED BECAUSE THEIR VICTIMS ALL ESCAPED! NOW I'M SURE THERE'S SOMETHING NOT KOSHER ABOUT ALL THIS!

ALTHOUGH I GUESS I SHOULD BE FLATTERED! THEY SEEM A LOT MORE INTERESTED IN ME THAN IN THE HAUL THEY WERE TRYING TO MAKE!

HOLY SMOKE!! WHAT A SAP I AM! I JUST REMEMBERED SOMETHING--!

I'M ACTING LIKE A KID AT A PICNIC! I CLEAN FORGOT ABOUT DR. BROMWELL'S WARNING THAT AUNT MAY IS TO HAVE NO SUDDEN SHOCKS!

AND HERE I AM--TAKING ALL KINDS OF FOOL CHANCES--WHEN NOW, MORE THAN EVER, I DON'T DARE RISK GETTING INJURED!

UH OH! SOMEONE SLIPPING UP BEHIND ME--!

:MMMYUMMMMPH!:

BEEYOK!

:UHHH--!:

SPIDER SENSE-- I LOVE YOU!

EVEN THOUGH THIS IS A BALL, I'VE GOT TO END IT QUICKLY! CAN'T TAKE A CHANCE OF ACCIDENTALLY GETTING HURT --FOR AUNT MAY'S SAKE!

IT'S NO USE! WE CAN'T OUT-FIGHT 'IM! WE'VE GOTTA USE THE GIMMICK! HURRY --GET THE-- :UNNHHH!:

WE'LL GET YOU YET, MASKED MAN!

BLEEP!

GIMMICK? WHAT WAS HE TALKING ABOUT? WHAT ARE THEY UP TO?

THIS IS IT, WISE GUY! THAT BLASTED SPIDER STRENGTH OF YOURS AINT GONNA HELP YA NOW!

CLAM UP, BLACKIE! I'LL GIVE 'IM THE GIMMICK!

HERE, SMART GUY! WE HAD THIS ALL READY 'N WAITIN'--JUST FOR YOU!

SO JUST STAND THERE 'N TAKE A NICE, DEEP BREATH--MAKE BELIEVE LIKE IT'S POIFUME!

SOME SORT OF ODOR-LESS, BILLOWING GAS! WHAT DOES IT MEAN?

WHAT HAVE I BLUN-DERED INTO?

SHOOSH!

YOU DID IT! WE GOT 'IM NOW!

AND, HIGH ABOVE THE SCENE OF BATTLE, A SINISTERLY SMIRKING SPECTATOR SLYLY SPIES UPON THE STARTLED SPIDER-MAN--!

EVERYTHING WENT PERFECTLY--ACCORDING TO PLAN!

MY TRUMPED-UP ROBBERY ATTRACTED HIM--AS I KNEW IT WOULD--!

THEN WITH HIS SPIDER SENSE NOT FUNCTIONING I'LL BE ABLE TO HUMBLE HIM AT WILL!

AND THE GAS HE HAS JUST INHALED WILL WEAKEN ALL HIS SENSES--INCLUDING HIS MOST POTENT WEAPON--HIS SPIDER SENSE!

HEY! THE GOBLIN TOLD US THAT GAS WOULD POLISH 'IM OFF! BUT IT DIDN'T!!

THAT GREEN GOON TRICKED US!! HE HAD SOMETHIN' ELSE UP HIS SLEEVE!

WELL, I'M CUTTIN' OUT! I'M NOT TACKLIN' HIM AGAIN!

OKAY, GUYS-- THE LESSON'S OVER! NOW ID'S TIME TO TAKE YOUR EXAM!

THWOK!!

I DON'T KNOW WHAT THAT GAS WAS SUPPOSED TO DO-- BUT I HOPE YOU BOUGHT ID WITH A MONEY-BACK GUARANTEE!

THIS IS THE LAST OF THEM! FOR ONCE I WAS REALLY LUCKY--I'M NOT EVEN SCRATCHED!

I DON'T KNOW WHO ID IS YOU'RE WORKI'G FOR, BUT I HOPE HE CAN GED ALONG WITHOUT YOU FOR A WHILE!

SPOP!

I'D SURE LIKE TO KNOW WHAT KIND OF GAS THAT WAS??

FAR AS I CAN TELL, IT DIDN'T AFFECT ME AT ALL!

JUST HOLD THOSE POSES NOW, BOYS! ID MIGHT HELP IF YOU'D SMILE AND SAY CHEESE!

=HMMPF!= LET'S FACE ID! YOU'RE JUST NOT SHOW BUSINESS!

THESE NEWS PICTURES OUGHT TO BRING ME A TIDY LITTLE CHECK FROM FUN-LOVING JONAH!

CLIK!

OL' J. J. JUST LOVES TO SPEND MONEY! IT SLIPS THRU HIS FINGERS LIKE GLUE!

LOOK! IT'S SPIDER-MAN!

HOLD IT, MISTER! WHAT'S GOIN' ON THERE??

THOSE CAPRICIOUS LITTLE CUTUPS ON THE FLOOR IN FRONT OF YOU KNOW MORE ABOUT ID THAN I DO! PERSONALLY, I WAS JUST PASSI'G BY--!

HEY! WAIT! YOU CAN'T GO RUNNING OFF LIKE THAT!

THERE'S NO WAY WE CAN STOP HIM! AT LEAST WE HAVE THOSE CLOWNS OVER THERE!

WELL, NOT A BAD HOUR'S WORK! I STOPPED A ROBBERY--GOT SOME EXERCISE--AND TOOK SOME PICTURES I SHOULD BE ABLE TO SELL!

BUT I'D STILL LIKE TO KNOW WHO HIRED THOSE BOZOS, AND WHY THEY WERE SO PREPARED FOR ME!

BUT *MOST* OF ALL, THAT BUSINESS WITH THE *GAS* REALLY SINKS ME!

WHY DIDN'T IT DO WHATEVER IT WAS *SUPPOSED* TO DO? OR--*DID* IT--WITHOUT ME *KNOWING* IT?

OH WELL--I'D BETTER TAKE MY CLOTHES FROM WHERE I LEFT THEM AND HEAD FOR HOME!

THANKS TO MY *SPIDER-SENSE*, I DON'T HAVE TO WORRY ABOUT THESE QUICK-CHANGE SESSIONS! IF ANYONE WAS *WATCHING* ME, I'D BE *AWARE* OF IT!

BUT, NO ONE'S APT TO SEE ME *HERE*, IN THE SHADOWS OF THIS OLD DESERTED BUILDING!

WONDER IF I'D GET KICKED OUT OF THE SUPER-HERO'S UNION FOR NOT USING A *PHONE BOOTH*?

BUT, EVEN AS THE WEARY, THO' CONTENTED YOUTH SILENTLY TRANSFORMS HIMSELF INTO *PETER PARKER* AGAIN, A PAIR OF MERCILESS, MALEVOLENT EYES OBSERVE HIS EVERY MOVE--!

IT *WORKED!!* JUST AS I *KNEW* IT WOULD!

MY SPECIALLY-PREPARED *GAS* WEAKENED HIS SPIDER SENSE--WITHOUT HIM *REALIZING* IT!

THUS, THE *GREEN GOBLIN* WILL BE THE *FIRST* TO LEARN SPIDER-MAN'S *REAL* IDENTITY!

IT'S *INCREDIBLE!* HE'S JUST A *KID*--CAN'T BE MORE THAN NINETEEN OR TWENTY! I'D NEVER HAVE *GUESSED!*

I'D BETTER BE GETTING *HOME* NOW! I SURE DON'T WANT AUNT MAY TO *WORRY* ABOUT ME--

SPECIALLY--AFTER WHAT DOC BROMWELL SAID!

I COULD HAVE SWORN I HEARD A *RUSTLING* ABOVE ME--LIKE SOME BIG *BIRD* FLYING BY!

BUT, WHY DIDN'T *MY SPIDER SENSE* TINGLE? IT SHOULD HAVE REACTED LONG BEFORE MY *EARS* PICKED UP THE SOUND!

COME ON, PARKER, GET A *GRIP* ON YOURSELF! YOU'RE SO *USED* TO BEING IN TROUBLE, THAT WHEN YOU'RE *NOT*, YOU START *IMAGINING* THINGS!

NEXT THING I KNOW, I'LL START SEEING GOOFY COSTUMED *SUPER-VILLAINS* WHO AREN'T *THERE!*

THAT'S *IT*, LITTLE MAN--HEAD FOR *HOME*--SO THAT THE GALLIVANTING *GREEN GOBLIN* CAN SEE WHERE YOU *LIVE!*

ANYWAY, MY *COLD* SEEMS TO HAVE GOTTEN BETTER!

IT'S STRANGE HOW MY THOUGHTS KEEP RETURNING TO MY *SPIDER SENSE*-- AS THOUGH SOMETHING DEEP INSIDE MY BRAIN IS TRYING TO *TELL* ME SOMETHING! BUT--WHAT CAN IT *BE?*

EVEN IF ANYONE *WERE* TO SEE ME NOW--I'D JUST BE AN ORDINARY COLLEGE KID, PROBABLY RETURNING HOME FROM A LATE DATE!

WHY IN BLAZES DO I FEEL SO *JITTERY* ALL OF A SUDDEN??

I SEEM TO REMEMBER THE *LAST* TIME I HAD THIS FEELING --IT WAS A FEW WEEKS AGO-- WHEN I FOUGHT *PROFESSOR STROMM* AND THOSE DEADLY *ROBOTS* OF HIS--!*

I CAN SEE IT ALL IN MY MIND'S EYE *NOW*-- CLEAR AS A PICTURE--

"WHILE I WAS BATTLING WITH STROMM, I SENSED A *GUNMAN* AT THE WINDOW ABOVE! I JUST HAD TIME TO PUSH BOTH OF US OUT OF THE LINE OF FIRE!"

MY *SPIDER SENSE!* IT'S *TINGLING!* A *GUN*--AT THAT WINDOW!

ANOTHER SECOND WOULD HAVE BEEN *TOO LATE!* HE'S ALL SET TO *FIRE!*

LOOK OUT!

CLICK

* IN *SPIDER-MAN #37*, AS ALL LOYAL WEB-SPINNERS ARE SURE TO REMEMBER! -*SPIDEY STAN!*

WHOEVER IT IS, I CAN'T LET HIM GET *AWAY!*

"BUT, BY THE TIME I REACHED THE OPEN WINDOW--"

IT DOESN'T MAKE *SENSE!* IT ONLY TOOK ME TWO SECONDS TO GET *UP* HERE!

HOW COULD HE HAVE *VANISHED* SO SOON?

THAT WAS WHEN I *FIRST* BEGAN TO DOUBT MY SPIDER SENSE! HAD THERE *REALLY* BEEN SOMEONE AT THE WINDOW?

IF SO, HOW DID HE *ESCAPE* SO QUICKLY?

OR--WAS MY SPIDER SENSE BEGINNING TO *FAIL* ME??

I WONDER IF I'LL *EVER* KNOW?

WHAT'S *THIS?* HE'S *NOT* GOING HOME! HE'S ENTERING THE *DAILY BUGLE* BUILDING!

WELL--NO MATTER! I CAN AFFORD TO *WAIT!*

DAILY BUGLE

UH OH! THERE'S **NED LEEDS!** IF I WALK PAST HIM QUICKLY, MAYBE HE WON'T **SEE** ME!

I'M JUST NOT IN THE MOOD TO SPEND THE NEXT HOUR ARGUING WITH HIM ABOUT **BETTY!**

OKAY, IF YOU HEAR ANYTHING ABOUT HER, LET ME KNOW!

HELLO THERE, PARKER! I DIDN'T KNOW YOU WERE HERE!

NUTS! AND HE **WOULDN'T** HAVE KNOWN IF I COULD HELP IT!

I WAS JUST TRYING TO GET SOME INFO ON BETTY'S WHEREABOUTS--BUT NO LUCK YET!

I WANNA **TELL** YOU SOMETHING, FELLA--!

I'M SORRY I SNAPPED AT YOU THE OTHER DAY! IT'S JUST THAT I WAS UPSET ABOUT BETTY'S DISAPPEARANCE! I HAD NO CALL TO FLY OFF THE HANDLE AT **YOU!**

FIRST HARRY OSBORN, AND NOW **HIM!** NEXT, **JAMESON** HIMSELF WILL PROBABLY BLOW ME A KISS!

FORGET IT! I GUESS THE WHOLE THING WAS AS MUCH **MY** FAULT AS YOURS!

I HOPE YOU **DO** FIND HER, NED! AND WHEN YOU DO, YOU DON'T HAVE TO WORRY ABOUT **ME!** AS OF NOW, PETER PARKER IS OUT OF THE RACE! YOU'RE ON YOUR OWN!

I'LL NEVER UNDERSTAND WHAT THERE WAS THAT CAME **BETWEEN** YOU AND BETTY BRANT, PETE--BUT I APPRECIATE YOU LETTING ME KNOW WHERE YOU STAND!

IF I EVER GO OUT OF THE **SPIDER-MAN** BUSINESS, MAYBE I'LL OPEN UP A LONELY HEARTS AGENCY!

I DON'T KNOW WHAT MADE ME SAY THAT TO LEEDS--BUT, MAYBE IT'S JUST AS WELL THAT I **DID!** NOW I CAN PUT BETTY OUT OF MY MIND--FORGET HER **FOREVER!**

--IT SAYS HERE!

PARKER!! IS THAT **YOU?!!** I WANT TO **SEE** YOU!

UH OH! IT'S LAUGHING BOY JAMESON--THE **LITTLE MARY SUNSHINE** OF THE PUBLISHING WORLD!

HOW MANY TIMES DO I HAVETA **TELL** YOU THIS IS A **NEWSPAPER OFFICE,** NOT A CAMPUS HANGOUT?!! IF YOU HAVEN'T ANY **PHOTOS** FOR ME, **GET LOST!**

FUNNY YOU SHOULD **MENTION** THAT, J. J.!

I JUST HAPPEN TO HAVE AN EXCLUSIVE SERIES OF PIX SHOWING **SPIDER-MAN** WITH A GANG OF HOLD-UP HOODS HE CAPTURED!

YOU MEAN THOSE MUGS WHO WERE PICKED UP ON THE OBSERVATION TOWER A FEW HOURS AGO? WHY IN BLAZES DIDN'T YOU **SAY** SO?

YOU DIDN'T **ASK** ME!

HMMM... NOT BAD! NOT **GOOD** MAYBE, BUT NOT BAD! HOW'D YOU HAPPEN TO BE ON THE SCENE TO **GET** THESE SHOTS?

UH UH, MR. J.! REMEMBER OUR BARGAIN! ASK ME NO QUESTIONS, I TELL YOU NO LIES!

OKAY, OKAY! **I** SHOULD WORRY--SO LONG AS I CAN USE THE PIX! I'LL SEND YOU A CHECK NEXT WEEK!

FINE! **I'LL** KEEP THE PICTURES TILL THEN!

NO PUNK KID HOLDS UP J. JONAH JAMESON! YOU CAN HAVE YOUR CRUMMY PHOTOS!

THANKS! THE GLOBE PAYS MORE THAN YOU DO, ANYHOW!

THE GLOBE! THEY WOULDN'T TOUCH YOUR PIX WITH A TEN-FOOT POLE!

BUT, JUST BECAUSE I LIKE YOU TOO MUCH TO LET THEM TURN YOU DOWN, I'LL TAKE THOSE SHOTS OFF YOUR HANDS! AND HERE'S YOUR BLASTED MONEY!! NOW GET OUT--BEFORE I COME TO MY SENSES!

JUST LIKE EVERYONE SAYS, J.J., YOU'RE ALL HEART!

SURE! SURE! I'M ALL TANKED UP WITH THE MILK OF HUMAN KINDNESS!

BUT, AS FOR YOU....!

YOU CALL YOURSELF A PHOTO-GRAPHER? HORSE THIEF IS MORE LIKE IT! YOU ROBBED ME!! EVERYBODY ROBS ME--BECAUSE I'M SO EASY GOING!

HE ONLY PAID HALF WHAT THE PICTURES ARE WORTH--BUT I SHOULD WORRY!

THIS MONEY'S GONNA LOOK MIGHTY GOOD TO AUNT MAY--AND THAT'S ALL I CARE ABOUT!

THANKS TO MY LITTLE SHOTGUN MIKE, I HEARD HIM CALL HIMSELF PETER PARKER! SO NOW I KNOW HIS NAME!

ALAS, POOR SPIDER-MAN! HIS PRECIOUS IDENTITY IS A SECRET NO LONGER!

IF ONLY I COULD SHAKE THIS FEELING OF--DANGER!

AWW, ALL I PROBABLY NEED IS A GOOD NIGHT'S SLEEP! I'M PROBABLY JUST OVER-TIRED FROM ALL MY STUDYING AND WEB-SWINGING!

BUT I CAN'T WAIT TO SEE AUNT MAY'S FACE WHEN I GIVE HER THIS CHECK!--I JUST WISH IT COULD BE STILL MORE!

FUNNY--I STILL FEEL SOMEONE ELSE IS NEARBY!

AND THEN, BREAKING THE HEAVY SILENCE WITH THE SHRILL IMPACT OF A FINGERNAIL GRATING ALONG A BLACKBOARD, THE RAUCOUS, CACKLING VOICE OF THE GREEN GOBLIN CUTS THRU THE NIGHT AIR--

NO NEED TO GO INSIDE, PARKER! I'LL JUST HAVE TO GO AFTER YOU AND DRAG YOU OUT AGAIN!

THAT VOICE!! THEN--THERE WAS SOMEONE!! I-I'D RECOGNIZE IT ANYWHERE--!

THE GREEN GOBLIN!! YOU--YOU'VE FOUND ME!

CORRECT, PARKER! YOUR WEB-SLINGING MASQUERADE IS FINALLY FINISHED--

--AND SO ARE YOU--SPIDER-MAN!

HE KNOWS WHO I *AM!* HE ACTUALLY *KNOWS!!* BUT-- HOW? *HOW?*

I'VE WAITED *SO LONG* FOR THIS MOMENT-- BUT, IT WAS *WORTH* IT! IT WAS WORTH *EVERYTHING!*

I'VE GOT TO *DEFEAT* HIM-- SOMEHOW! I CAN'T LET HIM ESCAPE WITH THE SECRET OF MY *IDENTITY!*

BUT--I JUST *REMEMBERED* --IT'S MORE THAN *MY* PROBLEM--!

AUNT MAY!! DOC BROMWELL SAID ANY SUDDEN SHOCK COULD BE *FATAL* TO HER! WHAT IF SHE LEARNS --ABOUT *THIS?!!*

TORTURED BY AN UNRELENTING CONCERN FOR HIS BELOVED AUNT'S WELFARE, THE DESPERATE YOUTH SUDDENLY MAKES A LIGHTNING-FAST MOVE, ONLY TO FIND--

I'LL SNARE HIM WITH MY *WEB* BEFORE HE CAN-- OH--*NO!*

I *FORGOT!!* I'M NOT WEARING MY *COSTUME!!* MY WEB-SHOOTER'S IN MY *BELT!*

YOU LOOK *DISAPPOINTED,* PARKER! ARE YOU BEGINNING TO REALIZE HOW *HOPELESS* YOUR PITIFUL PLIGHT IS?

HE'S *TAUNTING* ME! HE *KNOWS* THE SPOT I'M IN! AND I CAN'T *POSSIBLY* SWITCH TO MY SPIDEY-SUIT BEFORE HE *STRIKES!*

BUT WHAT OF *AUNT MAY?* WHAT IF SHE COMES TO THE *WINDOW*-- EVEN *NOW?*

SO TORN BY WORRY AND DOUBT IS PETER PARKER, THAT HIS NORMALLY LIGHTNING-SWIFT REFLEXES FAIL TO COME TO HIS AID BEFORE THE *GOBLIN* CAN LAUNCH HIS CUNNING *ATTACK--!*

A *SMOKE SCREEN!!* TOOK ME BY SURPRISE-- FILLING MY LUNGS-- *CHOKING* ME--!

THE GREAT *SPIDER-MAN*-- NOTHING MORE THAN A CALLOW YOUTH--A PATHETIC *STRIPLING!*

IT IS ALMOST AN *INSULT* TO MY OWN GREAT POWERS FOR ME TO BATTLE ONE AS *OUT-CLASSED* AS *YOU* ARE!

BUT, HOW YOU SHALL NOW *PAY*--TO MAKE UP FOR THE MANY TIMES YOU'VE *ESCAPED* ME IN THE PAST!

AND, EVEN AS THE TWO ARCH-FOES FACE EACH OTHER--POSSIBLY FOR THE LAST TIME--WITHIN THE HOUSE WE FIND--

IS IT MERELY MY *IMAGINATION*, OR DO I KEEP HEARING THE STRANGEST *SOUNDS* OUT THERE?

I'D BETTER HAVE A LOOK THRU THE WINDOW--

OH DEAR--I CAN'T SEE A *THING*! THERE'S SOME SORT OF DENSE *FOG* OUTSIDE!

BUT, THAT'S *MOST* PECULIAR! IT WAS A CLEAR SPRING NIGHT, JUST A FEW MINUTES AGO! WHERE ON EARTH COULD THIS FOG HAVE *COME* FROM?

POOR *PETER*! OUT THERE ALONE ON SUCH A DARK, FOG-SHROUDED EVENING!

I *DO* WISH HE WERE HOME! HE'S A *FRAIL* YOUNG MAN--AND THE CITY CAN BE SO COLD--SO MERCILESS--!

BUT, AT THAT VERY SECOND, MAY PARKER'S *"FRAIL YOUNG MAN"* PREPARES TO GIVE A GOOD ACCOUNT OF HIMSELF AGAINST THE DEADLY *GREEN GOBLIN*--

EVEN *WITHOUT* MY COSTUME ON, I'VE STILL GOT MY SPIDER *POWERS*--

AND THIS IS *ONE* WAY TO GET *ABOVE* THE SMOKE AND THEREBY CLEAR MY LUNGS--!

IF ONLY I WEREN'T WORRIED ABOUT AUNT MAY *OVER-HEARING* US! I'M AFRAID TO HURL MYSELF HEADLONG INTO A FULL-FLEDGED ATTACK--AND YET--

HE'S COMING *BACK* TOWARDS ME--PREPARING TO UNLEASH ONE OF HIS *GOBLIN BLASTS*--!

AHH--YOU'RE *FAST*, PARKER--EVEN FASTER THAN I *REMEMBERED*!

BUT, I DON'T MIND IT IF YOU DRAG OUR BATTLE OUT A BIT! IT CAN ONLY MAKE THE SWEET SCENT OF *VICTORY* THAT MUCH MORE PALATABLE FOR ME AT THE END!

SKAK!

HE'S NOT PULLING ANY PUNCHES!

THAT BLAST COULD HAVE *FINISHED* ME!

NOW, JUST STAY WHERE YOU *ARE*, MY HAPLESS HERO!

MY LITTLE FLYING *BAT MISSILE* WILL PUT AN END TO ALL YOUR PETTY CARES AND WOES-- *FOREVER!*

HIS MISSILE'S *JET-PROPELLED!* MY TIMING HAS TO BE *PERFECT!*

NOW!

AHH, *WELL DONE*, PARKER! SEEING YOU DRESSED LIKE ANY AVERAGE YOUTH, I TEND TO *FORGET* YOUR DAZZLING *SPIDER SPEED!*

BUT, ALAS, YOU HAVE ONLY WON YOURSELF A *TEMPORARY* MOMENT OF RESPITE--!

WHIRRRRRR!

HE'S DIVING *CLOSE* AGAIN!! NOW'S MY *CHANCE*--!

I'VE *GOT* TO GET HIM NOW--I'VE *GOT* TO! FOR THE SAKE OF *AUNT MAY!*

EVERY SECOND LONGER THAT WE FIGHT OUT HERE, BRINGS HER A MINUTE CLOSER TO DISCOVERING MY *SECRET!*

ALL RIGHT, GOBLIN-- YOU'VE *HAD* YOUR FUN--AND NOW IT'S TIME FOR *ME* TO GET IN A FEW LICKS!

SPOKEN WITH THE TRUE SPIRIT OF DERRING-DO, YOU BUMBLING YOUNG INCOMPETENT! A PITY THAT YOUR *WORDS* SHALL PROVE AS USELESS AS YOUR OVERRATED *POWERS!*

AND, LEST I DO NOT MAKE MYSELF CLEAR, PERHAPS A LITTLE DEMONSTRATION SHALL SUFFICE?

ZZZAKK!

NOW THAT I'VE STAGGERED YOU, IT'S TIME FOR MY NEWEST GOBLIN'S SURPRISE!

Here's a PRESENT, little man-- Try to CATCH it if you CAN!

SSSSSSSSSSSSSSS

CAN'T SEE! THOSE SPARKS--THEY WERE TOO BRIGHT--!!

AND THEN, BEFORE THE AMAZING ADVENTURER CAN REGAIN HIS VISION--

EVEN YOUR MUCH-VAUNTED SPIDER POWER CANNOT RESIST AN ASPHYXIATION GRENADE!

ARRHHHHH--!

IT WAS WITH JUST SUCH A TRINKET THAT I ONCE STOPPED THE HUMAN TORCH HIMSELF COLD IN HIS TRACKS!

THWOP!!

FOR WHO CAN CONTINUE TO FIGHT WHEN THE OXYGEN IS PREVENTED FROM REACHING HIS LUNGS?

ANY OTHER FOE WOULD HAVE BEEN COMPLETELY UNCONSCIOUS--PERHAPS EVEN NEAR DEATH!

BUT PARKER IS MERELY STUNNED! HIS SPIDER STRENGTH IS EVERYTHING THEY SAY IT IS!

THEREFORE, I MUST TAKE NO FURTHER CHANCES WITH HIM!

NOTHING BUT THIS PLIABLE STEEL ALLOY CAN POSSIBLY SERVE TO BIND HIM SECURELY ENOUGH!

SO IT IS, WHEN PETER PARKER HAS FULLY RECOVERED HIS SENSES, HE FINDS--

I'M IN THE AIR --BOUND AND HELPLESS-- THE GOBLIN'S PRISONER!

NO MATTER WHERE HE'S TAKING ME, I'M GRATEFUL THAT WE'RE GOING AWAY FROM AUNT MAY!

I'VE DEFEATED YOU AT LAST! THE GREEN GOBLIN HAS WON THE ONLY BATTLE THAT COUNTS--

--THE FINAL BATTLE!

BUT NOW, IT'S TIME FOR US TO TAKE A LITTLE JOURNEY!

THE WATERFRONT! HE MUST BE TAKING ME TO HIS HIDEOUT!

BUT, WHY--?

EXACTLY FORTY SECONDS LATER--

I MIGHT BE ABLE TO BREAK THESE STEEL ALLOY BONDS--IF I HAVE ENOUGH TIME!

BUT--HOW MUCH TIME WILL HE GIVE ME?

YOU ARE PROBABLY WONDERING WHAT FATE I HAVE IN STORE FOR YOU--!

WELL, REST ASSURED IT WILL BE ONE YOU DESERVE!

I'VE GOT TO STALL FOR TIME--SOMEHOW!

YOU MIGHT AS WELL FINISH ME OFF RIGHT NOW--BECAUSE IF YOU DELAY, I'LL END UP BEATING YOU--AS I DID IN THE PAST!

YOU NEVER BEAT ME!! THOSE WERE JUST ACCIDENTS--DO YOU HEAR--?? ACCIDENTS! YOU CAN'T RUSH ME NOW!! YOU'LL NEVER ESCAPE!

IT'S WORKING! HIS INSANE PRIDE WON'T LET HIM DO WHAT I SUGGESTED!

AND NOW, BEFORE YOU MEET YOUR END, I'VE ONE FINAL SURPRISE IN STORE FOR YOU--!

THAT'S IT! KEEP TALKING--BRAGGING--RANTING--ANYTHING!! JUST SO LONG AS I HAVE A LITTLE WHILE LONGER TO STRAIN AGAINST THESE COILS!

SINCE YOU'LL NEVER LIVE TO BETRAY ME TO ANOTHER SOUL, IT'S ONLY FITTING THAT YOU LEARN THE IDENTITY OF THE ONE WHO HAS BEATEN YOU!

AND SO, AT LONG LAST--THE GREEN GOBLIN WILL INTRODUCE HIMSELF--

TAKE A LOOK, PARKER--A GOOD, LONG LOOK--IT'S THE LAST FACE SPIDER-MAN WILL EVER SEE--

IT'S THE REAL FACE OF THE GREEN GOBLIN--THE FACE OF NORMAN OSBORN!

THOSE FEATURES!! THAT NAME! OF COURSE--YOU'RE RELATED TO MY OWN CLASSMATE!! YOU'RE HARRY OSBORN'S FATHER!

NEXT ISSUE:

"SPIDEY SAVES THE DAY!"

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

IND.

40 SEPT

MARVEL COMICS GROUP

"SPIDEY SAVES THE DAY!"

THE END OF THE GREEN GOBLIN!

THE AMAZING SPIDER-MAN!

"SPIDEY SAVES THE DAY!"

FEATURING:

THE END OF THE GREEN GOBLIN!

IF YOU MISSED OUR LAST ISH BECAUSE YOU WERE ORBITING EARTH ON A SPACE SHIP (THE ONLY ACCEPTABLE REASON FOR A TRUE SPIDOPHILE'S COPPING OUT), ALL WE NEED TELL YOU IS THAT SPIDEY HAS BEEN CAPTURED AND UNMASKED BY THE **GREEN GOBLIN**... ONLY TO LEARN THAT HIS UBIQUITOUS ENEMY IS NONE OTHER THAN **NORMAN OSBORN**, FATHER OF PETER'S COLLEGE CLASSMATE, HARRY OSBORN! AND NOW, TIGER, YOU'RE ON YOUR OWN...

I'VE GOT TO STALL FOR **TIME**... KEEP HIM **TALKING**... WHILE I STRAIN AGAINST THESE **STEEL ALLOY COILS** HE'S TIED ME WITH!

TAKE A LOOK AT MY **FACE**, PARKER... A GOOD, **LONG** LOOK! IT'S THE **LAST** FACE YOU'LL EVER SEE... IN THIS LIFE!

I SHOULD HAVE **KNOWN** IT WOULD BE **YOU**, OSBORN! ANYONE WHO'D HAVE A SON LIKE **HARRY**...!

HARRY?? YOU **KNOW** MY SON?!!

CONCEIVED IN FANTASY, AND DEDICATED TO THE PROPOSITION THAT ALL MARVELITES ARE ENTITLED TO LIFE, LIBERTY, AND THE PURSUIT OF COMIC BOOK QUALITY! SO SAY WE ALL!

STAN LEE *WRITER*	JOHN ROMITA *PENCILLER*	MICKEY DEMEO *INKER*	SAM ROSEN *LETTERER*

YOU SHOULDN'T HAVE *MENTIONED* HARRY! WHY DID YOU *REMIND* ME OF HIM?

I MUSTN'T *THINK* OF HIM, DO YOU HEAR! I MUST FORGET--- *FORGET!*

HE THINKS I'M JUST A SIMPLE *BUSINESSMAN!* HE MUST NEVER KNOW THE TRUTH--- *NEVER!*

AND HE *WON'T!* YOU'LL NEVER TELL HIM! I WON'T *LET* YOU!

THAT'S *ANOTHER* REASON WHY YOU MUST *DIE*, PARKER! ONLY *YOU* KNOW WHO THE GREEN GOBLIN IS!...JUST AS *I* KNOW WHO *SPIDER-MAN* REALLY IS!

BUT WHAT HE *DOESN'T* KNOW IS...I'M JUST AS WORRIED ABOUT *AUNT MAY* LEARNING *MY* SECRET IDENTITY AS *HE* IS ABOUT HARRY LEARNING *HIS!*

I'VE *GOT* TO GET OUT OF THIS SOMEHOW..FOR *HER* SAKE! THE SHOCK WOULD BE MORE THAN SHE COULD BEAR!

I CAN *TELL* THAT YOU'RE STRUGGLING TO BREAK THOSE COILS, PARKER! HOW I *ENJOY* WATCHING YOUR FUTILE, TORTURED EFFORTS!

THAT'S IT, MISTER... STAND THERE AND *GLOAT*... WHILE I KEEP TUGGING AT THESE BLASTED BONDS!

BUT, ENOUGH TALK! NOW I MUST FIND THE MOST *SUITABLE* MANNER OF ENDING YOUR INTERFERENCE FOREVER!

SPIDEY, IF YOU'VE EVER THOUGHT FAST... AND TALKED FASTER... YOU'VE GOTTA DO IT *NOW!*

I THINK THE COILS ARE *LOOSEN-ING!* ALL I NEED IS *TIME!*

GREAT WORK, GOBBY! IT'LL MAKE A REAL *CELEBRITY* OUT OF YOUR SON, HARRY! NOT *EVERY* FELLA CAN HAVE A MURDERER IN THE FAMILY!

I *WARNED* YOU! DON'T *MENTION* HIM!

WHY *NOT?* WHAT HAVE I GOT TO *LOSE?* YOU CAN ONLY POLISH ME OFF *ONCE!*

OSBORN IS OBVIOUSLY A *PSYCHOPATH!* I'VE GOT TO PLAY ON HIS EMOTIONS...GOT TO KEEP HITTING HIM WHERE IT *HURTS!*

ANYWAY, YOU'RE NOT FOOLING *ME!* YOU DON'T GIVE A *HOOT* ABOUT HARRY! HE TOLD ME SO *HIMSELF!* HE TOLD ME HOW YOU'VE *CHANGED* TOWARDS HIM THESE PAST FEW YEARS!

LIES! ALL LIES! HE DOESN'T UNDERSTAND! *NOBODY* UNDER-STANDS! NOBODY REALLY KNOWS *WHY* I BECAME THE GREEN GOBLIN!

I WAS *RIGHT!* HE'S A REAL MENTAL CASE! MY ONLY CHANCE IS TO KEEP *TAUNTING* HIM!

BUT, I'VE GOT TO BE *CAREFUL!* ONE WRONG WORD COULD MAKE HIM *VIOLENT*... AND THEN, BYE-BYE SPIDEY!

BIG DEAL! WHO *CARES* WHY YOU BECAME THE GREEN GOBLIN? YOU PROBABLY LOST AN *ELECTION BET* OR SOMETHING! WHAT DOES IT MATTER?

YOU *FOOL!* I'LL *SHOW* YOU WHAT IT MATTERS! I'LL *MAKE* YOU LISTEN! THEN YOU'LL *UNDERSTAND!*

GOOD! IT'S *WORKING!*

I HOPE IT'LL BE A LONG STORY! I'VE ONLY MANAGED TO LOOSEN ONE SINGLE FINGER SO FAR! THE WAY HE TIED ME... I CAN'T EXERT ENOUGH LEVERAGE..!

HARRY'S MOTHER PASSED AWAY WHEN HE WAS JUST A BABY! I HAD TO BRING HIM UP ALONE---AND I TRIED MY BEST--!

SURE, SURE! THEY'LL PROBABLY ELECT YOU FATHER OF THE YEAR... BEFORE THE JUDGE SENDS YOU AWAY!

"I WAS A GOOD FATHER...I WAS! I DID MY BEST TO BE A REAL PAL TO MY SON! BUT, IT WASN'T EASY--!"

YOU'LL HAVE TO HAVE DINNER ALONE TONIGHT, SON! I HAVE TO WORK LATE AGAIN!

THAT'S OKAY, DAD! I UNDERSTAND!

SCHOOL BUS

"AFTER ALL..I HAD A BUSINESS TO TAKE CARE OF! MONEY WAS THE MOST IMPORTANT THING OF ALL! I HAD TO GET RICH! I NEEDED WEALTH..FOR THAT WAS THE KEY TO POWER!"

YOU'LL HAVE TO WORK THESE PROBLEMS OUT YOURSELF, HARRY! I'VE GOT TO GET BACK TO THE OFFICE NOW!

BUT YOU SAID YOU'D REVIEW MY BIO WITH ME! I'VE AN EXAM TOMORROW!

YOU'LL JUST HAVE TO DO THE BEST YOU CAN!

"BUT, HARRY DIDN'T HAVE ANYTHING TO COMPLAIN ABOUT! THE MORE MONEY I MADE, THE MORE PRESENTS I BOUGHT HIM! I WANTED EVERYONE TO SEE WHAT A GREAT FATHER HE HAD!"

GO ON, SON...TAKE IT! I JUST BOUGHT IT FOR YOU..AS A SURPRISE!

IT'LL GIVE YOU SOMETHING TO DO WHILE I'M OUT OF TOWN ON BUSINESS NEXT MONTH!

OH... THANKS, DAD..!

"I EVEN TOOK HIM TO BALL GAMES WHEN I HAD A CHANCE! NOBODY CAN SAY I WASN'T A PERFECT FATHER, DO YOU HEAR..? NOBODY!"

DAD, DO YOU THINK... MAYBE WE CAN TALK FOR A WHILE..?

SURE, HARRY, SURE! BUT WATCH THE GAME NOW! WE DON'T WANNA MISS ANY OF THIS!

BUT...WE NEVER HAVE A CHANCE..!

LATER, KID! LATER--!

HE'S SICKER THAN I THOUGHT! HE'S LIVING IN A FANTASY WORLD OF HIS OWN MAKING! HE'S ALMOST FORGOTTEN ME!

BUT, HIS STORY HAS ME HOOKED NOW! I STILL CAN'T FIGURE OUT WHAT MADE HIM BECOME THE GREEN GOBLIN!

HOW COULD I EXPECT HARRY TO UNDERSTAND HOW HARD I HAD TO WORK IN ORDER TO ACHIEVE SUCCESS..?

"I HAD TO BE RUTHLESS IN BUSINESS! I ALLOWED NO ONE TO STAND IN MY WAY...NOT EVEN MY PARTNER... A MAN NAMED PROFESSOR STROMM---!*"

OSBORN! WE'RE PARTNERS! YOU CAN'T DO THIS TO ME!

I WORKED TO BUILD THIS BUSINESS WITH YOU! MOST OF THE INVENTIONS ARE MINE! YOU CAN'T TURN AGAINST ME LIKE THIS!

I ONLY BORROWED THAT MONEY FROM OUR ACCOUNT! YOU KNOW I DIDN'T MEAN TO STEAL IT! IF YOU CALL THE POLICE... I'LL BE RUINED!

IT'S TOO LATE FOR THAT, STROMM! I'VE ALREADY SENT FOR THEM!

*REMEMBER STONY-FACED STROMM FROM SPIDEY#37? SURE YOU DO! ---SMILEY.

"PERHAPS I *WAS* TOO HARD ON STROMM ... BUT IT WAS HIS OWN FAULT FOR BEING CARELESS ... AND IT GAVE ME COMPLETE CONTROL OF MY BUSINESS!"

YOU'LL *PAY* FOR THIS, OSBORN! I WON'T BE IN JAIL *FOREVER* ... AND WHEN I GET OUT ... I'LL HAVE MY *REVENGE!* I *SWEAR* IT!

YOU ALWAYS *WERE* TOO EMOTIONAL, STROMM! THAT LITTLE OUTBURST OF YOURS DOESN'T IMPRESS ME A BIT!

TAKE HIM AWAY, GENTLEMEN! I'LL BE IN COURT TO PREFER CHARGES IN THE MORNING!

SO *THAT'S* WHY STROMM TRIED TO KILL YOU WITH THAT *ROBOT* OF HIS! AND THAT'S WHY YOU RESENTED *SPIDER-MAN'S* HELP!

WHAT A JOKE! *ME*, TRYING TO SAVE THE *GREEN GOBLIN!*

UH-OH! HE'S TOO *QUIET!* I'VE GOTTA GET HIM *TALKING* AGAIN!

I *STILL* DON'T GET IT, OSBORN! YOU BECAME WEALTHY ... SUCCESSFUL! YOU ACHIEVED YOUR GOAL ---

SO, WHAT MADE YOU TURN TO *CRIME?* WHAT MADE YOU BECOME THE *GREEN GOBLIN?*

I'VE TOLD YOU *SO* MUCH ... I MIGHT AS WELL TELL YOU THE *REST!* AFTER ALL, MY SECRET WILL DIE *WITH* YOU!

NOT IF *I* CAN HELP IT, MISTER!

THERE! THAT'S *ANOTHER* FINGER I MANAGED TO WORK LOOSE!

SO? WHAT HAPPENED? DID YOU WIN A GREEN COSTUME IN A *RAFFLE*, OR SOMETHING?

YOU'RE *MOCKING* ME, ARE YOU..?

"WELL, IT'S ALL RIGHT! YOU MAY *HAVE* YOUR LITTLE JOKE! IT'S THE *LAST* YOU'LL EVER ENJOY! AS FOR *ME*, I STILL REMEMBER THAT FATEFUL NIGHT ... WHEN IT *HAPPENED* .. !"

THESE NOTES OF STROMM'S .. WHICH I FOUND IN HIS DESK .. CONTAIN SOME NEW, STRANGE-LOOKING *FORMULAS!*

SINCE HE'S IN *PRISON* NOW, I'LL CHECK THEM OUT! IF THEY'RE *WORTH* ANYTHING, I'LL BE ABLE TO CASH IN ON THEM!

"AND THEN, *HARRY* CAME IN ... BUT I COULDN'T BE BOTHERED WITH HIM AT A TIME LIKE THAT ...

DAD, HAVE YOU FORGOTTEN? IT'S *PARENTS' NIGHT* AT MY SCHOOL THIS EVENING! WE SHOULD *BE* THERE BY NOW!

FORGET IT, SON! I CAN'T MAKE IT NOW! YOU GO ON AHEAD ... MAYBE I'LL GET THERE BEFORE IT'S OVER!

BUT, I THOUGHT .. !

I SAID *FORGET IT!*

"IT'S A GOOD THING I *DIDN'T* GO ... BECAUSE, IF I *HAD* ... I MIGHT NEVER HAVE BECOME THE *GREEN GOBLIN!*"

"INSTEAD, I STAYED AND WORKED THROUGH THE NIGHT ... HOUR AFTER HOUR .. UNTIL, JUST BEFORE DAWN ... "

THE SOLUTION IS TURNING *GREEN!* BUT ... *WHY?* WHAT DOES IT *MEAN?*

IT'S BEGINNING TO *BUBBLE* ... TO *FROTH* .. AND THAT *SOUND* ... IT'S *STEAMING* ... !

"AND THEN ... A SECOND LATER ... THE WORLD *EXPLODED* BEFORE ME ..!"

WHOM!

"I WAS IN THE HOSPITAL FOR *WEEKS*, AS THE BEST SURGEONS IN THE STATE WORKED NIGHT AND DAY TO SAVE MY LIFE!"

THE DAMAGE IS DEEP WITHIN HIS *BRAIN!* BUT..THERE'S NO WAY WE CAN *REACH* IT!

AT LEAST WE'VE SAVED HIS *LIFE!* HIS RECOVERY SHOULD BE RAPID NOW!

"THE *FOOLS!* THEY THOUGHT MY BRAIN HAD BEEN *DAMAGED!* THEY DIDN'T SUSPECT THAT THE ACCIDENT MADE ME MORE *BRILLIANT* THAN I HAD EVER *BEEN!* NO ONE SUSPECTED... NOT EVEN MY *SON!*"

YOU MAY SEE YOUR FATHER NOW...

POOR DAD! IT'S ALL *MY* FAULT! HE MUST HAVE BEEN OVERWORKED, TIRED...TRYING TO EARN ENOUGH MONEY TO SUPPORT *ME!*

"BUT, I HAD NO *PATIENCE* WITH HARRY...OR WITH *ANYBODY!* I WANTED TO BE ALONE..TO THINK... TO *PLAN!* SO, A FEW DAYS LATER..."

GO DOWNSTAIRS AND CALL A *TAXI!* I'M GETTING *OUT* OF HERE!

AND GET THAT *HANG-DOG* LOOK OFF YOUR FACE! IT *BOTHERS* ME!

HOW DID SOMEONE LIKE *ME* EVER HAVE A SNIVELLING WEAKLING OF A SON LIKE *YOU?!!*

DAD.. WHAT'S *WRONG?* WHY ARE YOU *ANGRY* AT ME? WHA... WHAT HAVE I *DONE?*

YOU HAVEN'T DONE *ANYTHING!* THAT'S THE *TROUBLE!* YOU'RE A SPINELESS JELLYFISH.. LIKE EVERYONE *ELSE!*

NOW BE *QUIET!* I'VE GOT TO *CONCENTRATE!*

"ALTHOUGH NOBODY *KNEW* IT, MY ACCIDENT HAD MADE ME THINK *CLEARER* THAN EVER BEFORE! SUDDENLY, A DARING *PLAN* TOOK SHAPE IN MY MIND..!"

I'M STRONGER..SMARTER... *TOUGHER* THAN ANYONE ELSE! AND I HAVE ALL SORTS OF *SCIENTIFIC DEVICES* IN MY CHEMICAL COMPANY THAT I CAN USE!

I COULD BECOME THE GREATEST *COSTUMED CRIMINAL* OF ALL TIME!!

"THE IDEA BECAME AN *OBSESSION* WITH ME! IT HAUNTED ME NIGHT AND DAY! I KNEW I HAD TO *DO* IT! AND SO, MANY MONTHS LATER..."

THE *FACE* IS PERFECT! NOW TO DESIGN THE *REST* OF THE COSTUME!

I'LL MAKE IT MY FAVORITE COLOR... *GREEN!*

"AND SO...AT LAST..THE *GREEN GOBLIN* WAS BORN!"

NOW FOR MY FIRST *VICTIM*...

THE AMAZING *SPIDER-MAN* HIMSELF!

I SELECTED *YOU* BECAUSE I KNEW THE UNDERWORLD WOULD RESPECT ANYONE WHO COULD *DEFEAT* YOU! BUT, YOU *THWARTED* ME DURING OUR FIRST ENCOUNTER!

I'M AWFULLY SORRY TO HAVE BEEN SO UNCOOPERATIVE!

I'M STILL *NOWHERE* WITH THESE COILS!! HOW MUCH LONGER CAN I KEEP HIM *TALKING*?

BUT NOW, THE TIME HAS COME FOR THE *GREEN GOBLIN* TO ACHIEVE HIS GREATEST *TRIUMPH*!

I'VE WAITED *MONTHS* FOR THIS SUPREME MOMENT... FOR THIS VICTORY WHICH FATE COULD NEVER *DENY* ME!

I *CAN'T* GIVE UP NOW.. I *MUSTN'T*! FOR THE SAKE OF *AUNT MAY*! BUT..THE STEEL ALLOY IS TOO *STRONG*..I..I STILL CAN'T *SNAP* IT!!!

HOW *FITTING* IT IS THAT THE FACE OF THE *GREEN GOBLIN* SHALL BE THE *LAST* SIGHT YOU'LL EVER BEHOLD... IN THIS LIFETIME!

HE WAS JUST A GREEDY, RUTHLESS *BUSINESSMAN* BEFORE HIS ACCIDENT... BUT THE CHEMICAL *CHANGED* HIM ...FOR THE WORSE!

BUT, I MUSTN'T LET THE END BE TOO *EASY* FOR YOU..!

NOW, WHAT DO I *DO*? HOW DO YOU REASON WITH..A *MADMAN*?!!

FIRST, YOU MUST *SIT* THERE... HELPLESSLY..AND WONDER *HOW* I SHALL STRIKE... AND AT WHAT PRECISE *INSTANT* YOU'LL PERISH!

THEY SAY A MAN'S *ENTIRE LIFE* FLASHES BEFORE HIM IN A MOMENT OF DEADLY CRISIS! AND, SO IT IS WITH *PETER PARKER* ...

I'M NOT AFRAID TO DIE! I'VE FACED THE GRIM REAPER TOO MANY TIMES IN THE PAST! BUT, NEVER TO SEE *BETTY BRANT* AGAIN... NEVER TO BE ABLE TO EXPLAIN TO *AUNT MAY*...

BEG, PARKER! PLEAD FOR MERCY! WHY WON'T YOU *BEG*??

BUT, EVEN AS THE ANGUISHED YOUTH DESPERATELY CONTINUES TO STRAIN AGAINST HIS BONDS, TRYING TO SHUT OUT THE GOBLIN'S TAUNTS... AT A MODEST FRAME HOUSE IN FOREST HILLS, WE FIND...

OH, ANNA DEAR... I'M SO *GLAD* YOU COULD COME! I-I'M SO *WORRIED!*

NOW, NOW, MAY! YOU *KNOW* THE DOCTOR TOLD YOU THAT YOU MUSTN'T GET UPSET!

I'M *SURE* IT CAN'T BE ANYTHING *SERIOUS!*

BUT, PETER HAS *NEVER* STAYED AWAY SO LONG.. WITHOUT EVEN *CALLING!*

HE'S ALWAYS BEEN SUCH A *GOOD* BOY... BUT HE'S SO FRAIL! I KNOW SOMETHING MUST HAVE *HAPPENED!* I JUST *KNOW* IT!

MAY PARKER! I'M *SURPRISED* AT YOU! YOU GET *HOLD* OF YOURSELF THIS VERY MINUTE!

WHAT WOULD *PETER* SAY IF HE SAW YOU LIKE THIS?

HE'S PROBABLY OUT ON A DATE... HAVING A GOOD TIME... AND HE DOESN'T REALIZE HOW *LATE* IT IS!

EVEN MY *MARY JANE* HAS COME HOME LATE OCCASIONALLY!

BUT... I JUST CAN'T HELP *WORRYING..!*

WAIT A MINUTE! DOESN'T HE SOMETIMES SELL PHOTOGRAPHS TO *MR. JAMESON*, AT THE "DAILY BUGLE"?

PERHAPS HE'S AT JAMESON'S OFFICE RIGHT *NOW!* NEWSPAPER BUILDINGS STAY OPEN ALL NIGHT!

PLEASE, ANNA... *YOU* CALL! I-I'M TOO *NERVOUS!*

OF *COURSE*, DEAR! I'LL DO IT RIGHT NOW!

BUT, AFTER FINALLY GETTING PAST AN OVER-WORKED SECRETARY...

NO! PARKER *ISN'T* HERE! WHAT AM *I* SUPPOSED TO BE... A *LOST AND FOUND* DEPARTMENT?!!

HE'S PROBABLY OUT STEALING HUBCAPS SOMEWHERE!

EMPTY-HEADED TEENAGERS! THEY'RE ALL *ALIKE!*

MISS BROWN!! COME IN HERE... WITH YOUR *NOTEBOOK!*

I WANT TO DICTATE AN *EDITORIAL* ABOUT HOW THE YOUNGER GENERATION'S GOING TO THE *DOGS!*

THEN I'LL DO ONE ABOUT THE *OLDER* GENERATION, TOO!

MIGHT AS WELL BLAST *EVERY-ONE!*

SLAM!

AND, AFTER MRS. WATSON HAS GIVEN MAY PARKER THE NEWS... AS GENTLY AS POSSIBLE...

YOU *MUSTN'T* WORRY, DEAR! THERE ARE SO MANY *OTHER* PLACES HE MIGHT BE!

ANNA.. YOU DON'T *KNOW* PETER THE WAY *I* DO!

HE'S THE MOST *CONSIDER-ATE* BOY IN THE WORLD!

HE'D *NEVER* STAY OUT LATE WITHOUT *CALLING* ME!

..UNLESS.. SOME-THING'S *HAPPENED..!*

HE MIGHT BE IN *TROUBLE* SOMEWHERE! HE MIGHT *NEED* ME! IF ONLY I *KNEW!*

I'M GOING *OUT* FOR A MOMENT, MAY... BUT I'LL BE RIGHT *BACK*, HEAR? YOU JUST WAIT RIGHT THERE, DEAR... AND TRY NOT TO WORRY!

OH, PETER... PETER...

SHE'S GETTING OVERWROUGHT! SHE NEEDS A *SEDATIVE!* I'VE GOT TO CALL DR. BROMWELL!

MEANWHILE, AT A RAILROAD STATION IN THE MIDWEST, ANOTHER FEMALE WHO HAS PLAYED AN IMPORTANT ROLE IN THE LIFE OF PETER PARKER PAUSES BETWEEN TRAINS..

I *MUST* RETURN TO NEW YORK! I REALIZE NOW THAT A GIRL CAN NEVER RUN FROM A DECISION..

NO MATTER *HOW* PAINFUL IT MAY BE!

THIS IS *ART ROBERTS*, AT STATION *WLS* IN CHICAGO, WONDERING WHY NOTHING HAS BEEN HEARD OF *SPIDER-MAN* THESE PAST FEW DAYS...

SPIDER-MAN!! THE MASKED ADVENTURER WHOM PETER ADMIRES! HOW I HATE THE VERY SOUND OF HIS NAME!

HE REPRESENTS EVERYTHING I DREAD... *DANGER... UNCERTAINTY...* AND *FEAR!*

BUT, WHY DWELL ON SPIDER-MAN WHEN I HAVE A FAR *BIGGER* PROBLEM!?

IF I RETURN TO THE *DAILY BUGLE*, WILL MR. JAMESON GIVE ME MY OLD JOB BACK?

AND, IF HE DOES.. WHAT WILL IT BE LIKE, SEEING *PETER PARKER* AND *NED LEEDS* AGAIN?

AND, WHAT WILL THEY SAY WHEN THEY SEE *ME?* WILL THERE STILL BE A PLACE IN THEIR LIVES FOR... *BETTY BRANT?*

THUS, THE SAD-EYED GIRL WALKS THROUGH THE STATION, IMMERSED IN HER OWN TROUBLED THOUGHTS... AND STRANGELY UNABLE TO ERASE THE HAUNTING IMAGE OF A COSTUMED FIGURE... A FIGURE WHO SEEMS TO SOMEHOW OVERSHADOW ALL ELSE AS HE SILENTLY SWINGS FROM MEMORY TO MEMORY...!

WHY... *WHY* DOES THE VISION OF *SPIDER-MAN* KEEP REAPPEARING IN MY BRAIN..?

WHEN I THINK OF ALL THE TIMES I'VE *SEEN* SPIDER-MAN... SPOKEN TO HIM... AND YET, HE'S AN *ENIGMA!*

HE COULD BE *ANYBODY*... EVEN SOMEONE WHOM I *KNOW!*

BUT.. I HOPE.. AND *PRAY*... THAT HE *ISN'T!* I COULDN'T *STAND* IT IF HE WERE SOMEONE CLOSE TO ME... SOMEONE WHOM.. I *LOVE!*

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ALL ABOARRRD!

PERHAPS, WHEN I RETURN TO NEW YORK... AND SEE *PETER* AGAIN... I'LL BE ABLE TO *FORGET* ABOUT SPIDER-MAN... FOREVER!

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AS YOU PROBABLY GUESSED BY NOW, THE PAGES YOU'VE JUST READ ARE A TYPICAL MARVEL DEVICE FOR BRINGING NEW READERS UP TO DATE AS PAINLESSLY AS POSSIBLE! (WE JUST DIDN'T WANT YOU TO THINK YOU'D PICKED UP A ROMANCE BOOK BY MISTAKE!) BUT NOW, *FACE FRONT!* IT'LL BE *WEB-SPINNIN'* TIME BEFORE YOU KNOW IT..!

SO! YOU THINK YOU CAN ROB ME OF MY *SATISFACTION* BY SITTING THERE WITH YOUR EYES CLOSED!

WELL, IT WON'T *WORK!!*

THAT'S *IT*, GOBLIN! RANT AND RAVE AT ME... SAY *ANYTHING*... JUST SO LONG AS YOU KEEP *TALKING!*

IF ONLY I CAN KEEP *GOADING* HIM!

YOU'RE A *WASHOUT*, MAN! I BEAT YOU EVERY TIME WE FOUGHT BEFORE... AND I'LL FIND A WAY TO BEAT YOU *AGAIN!*

NO! YOU *LIE*.. DO YOU *HEAR??* YOU *LIE!* YOU *NEVER* BEAT ME!!

I'LL *PROVE* IT TO YOU!

I CAN PROJECT *MENTAL PICTURES* OF OUR PREVIOUS BATTLES BY MEANS OF THIS *RETRO-SCOPE* HELMET!

I'LL *SHOW* YOU THAT YOU NEVER BEAT ME! I WAS *ALWAYS* YOUR MASTER!! *ALWAYS!*

SURE! SURE! *ANYTHING* TO GIVE ME MORE *TIME!*

THERE! I'M SURE YOU REMEMBER *THOSE* THREE!

THE *ENFORCERS!* IT WAS THE FIRST TIME WE FOUGHT... YOU USED THEM TO *HELP* YOU!*

CLICK!

*SPIDEY #14, NATCH!.. STAN.

BUT, HOW DOES *THIS* PROVE ANYTHING? I WAS ABLE TO LICK THEM *ALL! THERE*... YOU CAN *SEE* IT!

BUT YOU DIDN'T BEAT *ME!*

THAT BATTLE TAUGHT ME A *LESSON!* IT TAUGHT ME THAT *NO ONE* CAN DO MY FIGHTING FOR ME! *NO ONE* IS AS GREAT AS THE *GREEN GOBLIN!*

THAT SO? JUST CUT THESE *STEEL COILS* FROM MY WRISTS, AND IT'LL BE THE GOBLIN'S *LAST GOBBLE!*

NEVER! YOU *HAD* YOUR CHANCE... AND YOU *MUFFED* IT!

THEN, THE NEXT TIME WE FOUGHT, YOU WERE SAVED BY THE SUDDEN APPEARANCE OF THE *HUMAN TORCH..!**

BUT I HAD NO DESIRE TO FIGHT *HIM!* IT WAS *YOU* WHO WERE THE ENEMY!

**SPIDEY* #17... AS IF YOU DIDN'T KNOW! ... S.

THEREFORE, I *FLED*... ALLOWING YOU TO *ESCAPE* ME! BUT, *YOU* DIDN'T BEAT ME.. INSTEAD YOU WERE SIMPLY SAVED BY THE *TORCH!*

THAT'S *YOUR* VERSION, GOBLIN! FROM WHERE *I* SAT, YOU RAN LIKE A SCARED RABBIT!

YOU'LL *PAY* FOR THAT REMARK, PARKER!

BUT, ONCE AGAIN I MADE THE MISTAKE OF ALLYING MYSELF WITH OTHERS! SO IT WAS THAT *LUCKY LOBO* AND HIS GANG WERE MORE OF A *HINDRANCE* THAN A HELP WHEN NEXT WE MET!*

NOT ONLY DID YOU FAIL TO *STOP* ME, BUT YOU WERE LUCKY THAT I LET YOU ESCAPE WITH YOUR *LIFE!*

A *PITY*, SPIDER-MAN, THAT YOU WILL NOT HAVE THAT SAME LUCK *THIS* TIME!

**IF YOU DON'T BELIEVE US, CHECK BACK TO *SPIDEY* #23! WE KID YOU NOT! ... S.L.*

AND NOW, THE *FINAL* REMEMBRANCE ... BEFORE YOU MEET YOUR *END!*

DURING OUR MOST *RECENT* BATTLE, I HAD YOU COMPLETELY *BEATEN!* EVEN *YOU* CANNOT DENY THAT!

BUT, ONCE *AGAIN*, YOU WERE SAVED BY A STROKE OF FATE ... IN THE GUISE OF THE *CRIME-MASTER!**

*ALL TOGETHER NOW, CLASS: *"SPIDEY #27!"* SCHOLARLY STAN.

"THINKING HE WAS A MATCH FOR THE *GREEN GOBLIN*, THE MASKED FOOL DARED TO ATTACK ME ... ONCE AGAIN GIVING *YOU* A CHANCE TO ESCAPE!"

"YOU NEVER *WERE* ANY GOOD AS A *FIGHTER*, SPIDER-MAN!! YOU WERE MERELY *LUCKY!*"

"BUT, AS I FLEW OFF TO SAFETY, ON THAT FATEFUL DAY... ALLOWING YOU A FEW MONTHS MORE OF *LIFE*, I KNEW I WOULD AGAIN RETURN ... WHEN YOU LEAST EXPECTED ME.. TO *FINISH* THE TASK I HAD SET FOR MYSELF..NAMELY.."

"..THE COMPLETE AND UN-DENIABLE *DESTRUCTION* OF THE AMAZING *SPIDER-MAN!*"

IT *WORKED!* I KEPT HIM TALKING LONG ENOUGH TO FREE *ONE HAND!* NOW, IT'LL JUST BE A MATTER OF *SECONDS* TO RIP THE *OTHER* COILS AWAY..!

SO! YOU'RE STILL STRUGGLING WITH YOUR BONDS, ARE YOU? I CAN TELL BY THE WAY YOUR *MUSCLES* ARE TENSED BENEATH YOUR SHIRT!

WELL, I'LL MAKE IT *EASY* FOR YOU... SINCE YOU'RE ALREADY *DOOMED!*

IT WOULD HAVE BEEN AN *EMPTY VICTORY* TO DEFEAT A FOE WHO IS HELPLESSLY SHACKLED!

THEREFORE, I'LL *SET YOU FREE!* I'LL *PROVE* I'M YOUR MASTER!

YOUR FINAL THOUGHT... BEFORE THE *END* COMES... WILL BE THAT I GAVE YOU EVERY CHANCE ... AND *STILL* I DEFEATED YOU.. UTTERLY AND *ETERNALLY!*

YOU FAST-TALKING *PHONY!* YOU *KNEW* I WAS ABOUT TO BREAK LOOSE *ANYWAY!* *THAT'S* WHY THE GRAND-STAND PLAY!

OKAY, PARKER! THIS MAY BE THE MOST FATEFUL FIGHT OF YOUR *LIFE!* SO DON'T FUMBLE THE BALL, FELLA ... THERE'S TOO MUCH AT *STAKE!*

RRAK!

DON'T JUST *STAND* THERE, YOU SNIVELLING, TEENAGED WASHOUT! PUT ON YOUR *COSTUME!*

DO YOU *HEAR* ME? I WANT TO DEFEAT YOU AS I'VE ALWAYS FOUGHT YOU..AS *SPIDER-MAN!*

HE REALLY THINKS HE *CAN* BEAT ME! HE KNOWS WE'RE GONNA FIGHT ON HIS HOME GROUNDS... WITH ALL THE ODDS IN *HIS* FAVOR!

OR SO HE *THINKS!*

ALL RIGHT, GOBLIN! YOU'RE GONNA *GET* YOUR WISH!

YOU'LL BATTLE *SPIDER-MAN*, ALL RIGHT! AND THIS TIME THERE'LL BE *NO DOUBT* AS TO WHO'S THE *WINNER!*

THIS IS THE *PAY-OFF*, YOU GRINNING GARGOYLE! THIS IS FOR *REAL!*

BUT THEN, BEFORE THE YOUTHFUL ADVENTURER CAN MAKE ANOTHER MOVE, HE'S HURLED BACK OFF HIS FEET BY THE STAGGERING IMPACT OF TWO RAPIDLY-TOSSED *STUN BOMBS..!*

THWOK!

IT CERTAINLY *IS* FOR REAL... JUST AS THESE LITTLE *GOBLIN GOODIES* ARE FOR REAL!

AND, THIS IS ONLY THE *BEGINNING!!*

I SHOULD HAVE *KNOWN!* HE WON'T MAKE IT *HAND-TO-HAND* IF HE CAN *HELP* IT!

SPAKK!

THOSE WERE JUST WARM-UP STUNNERS... TO GET YOU IN THE *MOOD!*

THIS IS THE ONE THAT *COUNTS!* THIS IS MY SPECIAL *ANTI-SPIDER-MAN* EXPLOSIVE!

NICE TRY, GOBBY... BUT I'M NOT EXACTLY THE *HELPLESS* TYPE MYSELF!

THWIPP!

THAT ACCURSED *WEBBING* OF YOURS! HOW CAN YOU FORM IT SO *FAST?!!*

FAST? WHY SHUCKS... I'M JUST PLAYIN' IT COOL! YOU SHOULD *SEE* HOW SPEEDY I AM AGAINST A *REALLY* DANGEROUS ENEMY!

YOU *FOOL!* HURLING IT *BACK* WON'T HELP YOU! I CAN'T BE BEATEN BY MY *OWN* WEAPONS!

BWANNG!

HAVE YOU SO SOON *FORGOTTEN* THE PEERLESS *POWERS* WHICH THE GREEN GOBLIN POSSESSES?

BA-KOOO!

SURE! JUST AS I'D FORGOTTEN WHAT A FULL-TIME, ECONOMY-SIZE *CORNBALL* YOU REALLY ARE!

SO! THE CONDEMNED MAN HELD ON TO HIS SLENDER FACADE OF WANING COURAGE TILL THE VERY *END*, EH?

MY *COMPLIMENTS*, SPIDER-MAN! TOO BAD YOUR *POWER* IS NOT EQUAL TO YOUR COURAGE!

HE'S HOPPING ON HIS JET-POWERED *GOBLIN GLIDER!* NOW HE'LL BE *TRICKIER*.. MORE *MANEUVERABLE* THAN EVER!

LET ME CAUTION YOU AGAINST TRYING TO SNEAK UP *BEHIND* ME...

..UNLESS YOU *ENJOY* THE FULL BRUNT OF A *ROCKET BLAST!*

WHROOSH!

HE'S *TOYING* WITH ME! HE FEELS SO *CONFIDENT*, THAT HE'S WARNING ME IN ADVANCE!

I'VE NEVER BEEN *FACED* WITH A PROBLEM LIKE THIS BEFORE! EVEN *DEFEATING* HIM WON'T HELP ME ...

FOR, SO LONG AS HE *LIVES*, HE KNOWS MY *SECRET IDENTITY!* AND, IF *AUNT MAY* EVER LEARNS OF IT.. I *LOSE*...EVEN THOUGH I MAY HAVE *WON!*

SSSSS

SSSSS

HAH! YOU'RE GROGGY-- CONFUSED..!

...AS I KNEW YOU *WOULD* BE!

SO, NOW I FINISH YOU OFF, AND... =*UNHHH!*=

WOK!

THANKS, GOBBY! I *HOPED* YOU'D COME WITHIN REACH IF I ACTED HELPLESS ENOUGH!

MY FAMOUS FLYING BROOM-STICK... IT CRASHED INTO THE WALL.. IT'S SHATTERED!

IT WAS... MY GREATEST WEAPON!! AND NOW..YOU'VE DESTROYED IT!

AWW, CUT IT OUT, GOBBY... UNLESS YOU WANNA SEE A GROWN MAN CRY!

SPLAM!

IS THIS IT? I NEVER THOUGHT I COULD BEAT HIM SO QUICKLY!

YET.. WHAT DO I DO NOW? HE STILL KNOWS MY SECRET... AND I'M NOT A MURDERER!

BUT THEN, MOVING WITH THE DEADLY SPEED OF A STRIKING BOA, THE SEEMINGLY DEFEATED GOBLIN SEIZES ONE OF HIS FALLEN LIVE WIRES IN AN INSULATED GLOVE, AND...

THWIP!

BLAST IT! NOW I'M THE ONE WHO WAS FOOLED! HE WAS JUST PLAYING POSSUM!

NOW, ISN'T THIS A SHOCKING DEVELOPMENT?

UNHHHH! ALL THOSE VOLTS OF CURRENT WOULD HAVE FINISHED AN ORDINARY MAN!

YEESH! HE'S THROWING EVERY-THING AT ME BUT THE KITCHEN SINK!

AND, IF HE COULD EVER FIT THAT IN HIS NUTTY BAG OF TRICKS, HE WOULD!

ZIK!

SOT!

FTAP!

CLIMBING TO THE CEILING WON'T SAVE YOU! THE GOBLIN HAS WAYS OF BRINGING YOU DOWN!

BUT IT'S SO NICE AND COZY UP HERE

FSSST!

HOWEVER, IF YOU'RE LONESOME DOWN THERE, I'LL COME DOWN AND KEEP YOU COMPANY!

THOUGH, JUST BETWEEN US, YOU'RE A REAL PARTY POOP!

THAT'S IT! JUST A LITTLE CLOSER..!

AND NOW, MY MOST POTENT GOBLIN BLAST WILL MAKE YOU WISH THAT YOU--- WHA--?!!

THAT CHAIR! IT HAD BEEN BOLTED TO THE FLOOR!

SPAK!

NOW YOU TELL ME!

WRRUNTCH!

I HOPE YOUR DECORATOR WON'T MIND MY CHANGING THE ROOM'S DECOR---

..BUT, A FELLA GETS TIRED OF BEING USED AS AN UNPAID TARGET AFTER A WHILE!

BRAM!

HOPE YOU WON'T MIND MOVING! A SHINDIG LIKE THIS CAN MAKE THEM BREAK YOUR LEASE!

YOU IMBECILIC TEENAGER! YOU'RE TOO STUPID TO KNOW WHEN YOU'RE BEATEN!

I SHOULD HAVE FINISHED YOU OFF BEFORE--- WHEN I HAD THE CHANCE!

IF ONLY YOU HADN'T KEPT ME TALKING SO LONG!

KEPT YOU?? NOBODY COULD HAVE STOPPED YOU!

IT WAS LIKE SOMEONE JUST PULLED OUT THE PLUG!

BUT, I'VE LEARNED MY LESSON! I'LL NEVER TAKE CHANCES WITH YOU AGAIN!

OH OH! HE'S DIGGING INTO HIS BAG OF TRICKS! CAN'T STOP HIM IN TIME!

BATTERY-POWERED BATS--- SWIRLING AROUND MY HEAD--- FLUTTERING ACROSS MY EYES! CAN'T SEE! HAVE TO BRUSH THEM AWAY---!

GET HIM, MY LITTLE FLYING PETS!

AH, I SEE YOU HAVE FINALLY HURLED THEM AWAY FROM YOU!

JUST IN TIME FOR YOU TO BEAR THE FULL BRUNT OF MY FULLY-AUTOMATED GOBLIN CANNON!

EVEN YOUR ACCURSED STRENGTH CAN'T SAVE YOU FROM ITS LETHAL BLAST RAY!

'ZAT SO? I'M ALL CHOKED UP!

YOU'VE CHOSEN THE WRONG *ADJECTIVE*, SPIDER-MAN! *WASHED-UP* WOULD BE MORE TO THE POINT!

PHISST!

PERHAPS MY *STRENGTH* CAN'T SAVE ME NOW, GOBBY... BUT I'VE *ANOTHER* ACE IN THE HOLE ...

DON'T TELL ME YOU'VE NEVER HEARD OF MY SWINGIN' *SPIDER SPEED?!!*

IT'S SO *SUBLIME*, I'M SURPRISED NO ONE'S WRITTEN A *SONNET* ABOUT IT!

WHUHH!

WWOK!

YOU'VE TOO MANY *WEAPONS*... TOO MANY *SURPRISES* AT YOUR DISPOSAL!

I CAN'T AFFORD TO GIVE YOU ANOTHER *BREATHER!* THIS IS THE *WRAP-UP*, GOBLIN... ONE WAY OR THE OTHER!

HE LOST HIS *FOOTING!* HE'S FALLING BACK... KNOCKING THOSE *LIVE WIRES* INTO THE VIALS OF *CHEMICALS!*

KRIKKK

CAN'T *GRAB* HIM IN TIME! HE'S GETTING THE *FULL EFFECT* OF THE ELECTRO-CHEMICAL *CHARGE!*

IT'S *OVER!* BUT..HE ISN'T *MOVING!*

IS HE TRYING ANOTHER *TRICK*? NO--IT *CAN'T* BE! I *SAW* WHAT HAPPENED! *NOBODY* COULD FAKE SOMETHING LIKE *THAT!*

THERE'S ONLY *ONE* THING I HAVE TO FIND OUT...IS HE..STILL *ALIVE?!!*

I FEEL A *PULSE!* HE'S STILL *BREATHING!* THANK HEAVEN I DIDN'T *KILL* HIM!

BUT...IT'S THE ONE RESULT I *FEARED!* I'VE CONCLUSIVELY *DEFEATED* HIM...YET, HOW CAN I PREVENT HIM FROM BETRAYING MY *SECRET* AFTER I'VE TURNED HIM OVER TO THE *POLICE??*

HE'S STARTING TO *SPEAK!* HE'S MUMBLING A NAME...

HARRY... MY SON.. HARRY..!

YOU...*YOU'RE* NOT MY BOY! WHERE *IS* HARRY? WHO ARE *YOU?*

HE DOESN'T *RECOGNIZE* ME! HIS *MEMORY'S* GONE! OR...*IS* IT?

IT'S NOT HARD TO *FAKE* AMNESIA! THE *GOBLIN* IS CAPABLE OF *ANYTHING!*

AND YET...

HE COULDN'T FOOL MY *SPIDER SENSE!* IT WOULD *TINGLE* IF I WERE STILL IN ANY DANGER!

BUT I DON'T FEEL A *THING!* HE REALLY *DOESN'T* KNOW ME! HE DOESN'T EVEN REMEMBER OUR *FIGHT!* THE SUDDEN, SAVAGE IMPACT OF HIS *SHOCK* HAS ACTUALLY AFFECTED HIS *MIND!*

THIS MEANS... THERE'S STILL *HOPE* FOR ME! AND... PERHAPS EVEN FOR *HIM!*

WHY AM I WEARING THIS STRANGE *COSTUME?* WHERE AM I? I..I MUST SEE MY *SON!* I HAVE TO *HELP* HIM ..WITH HIS *BIO...!*

IT'S *INCREDIBLE!* HE THINKS HARRY IS STILL IN *HIGH SCHOOL!* HIS MEMORY OF THE LAST FEW YEARS IS COMPLETELY *GONE!*

HE HAS *NO KNOWLEDGE* OF BEING THE *GREEN GOBLIN!*

ANYONE *IN* THERE? *OPEN UP!* THE PLACE IS *SMOKING!* WE'RE GONNA *BREAK DOWN* THE DOOR!

THE *FIRE DEPARTMENT!* I'VE ONLY GOT *SECONDS* TO ACT!

PERHAPS I'VE NO *RIGHT* TO BE JUDGE AND JURY... BUT, WHY SHOULD HE BE PUNISHED FOR SOMETHING THAT HAPPENED WHEN HE WASN'T REALLY *HIMSELF*... SOMETHING HE CAN'T EVEN *REMEMBER* NOW?

AND THERE'S *HARRY* TO THINK OF! IT WOULD BREAK HIS HEART!

IF I CAN JUST CHANGE HIS *CLOTHES* FAST ENOUGH--!

STAND ASIDE! I'LL SHOOT THE LOCK OFF! IT'LL BE *FASTER!*

CRACK!

...WHEW!.. GOOD OL' SPIDER SPEED! LUCKY I WAS ABLE TO FIND ONE OF HIS *SUITS* IN THE CLOSET! I JUST *MADE* IT!

UH-OH! HIS *GOBLIN COSTUME!* WHAT DO I DO WITH *THAT?*

THAT *DOES* IT! NOW PUT YOUR *SHOULDERS* TO IT, BOYS!

THE *FIRE!* IT'S THE ONLY WAY!

THE *SMOKE* IS SO *THICK,* THE FABRIC WILL BE BURNED TO CINDERS BEFORE ANYONE CAN SEE IT!

AND SO ENDS THE SORDID CAREER OF THE GREEN GOBLIN... *FOREVER!*

STAY BACK! EVERYTHING'S ALL RIGHT! I'M BRINGING HIM OUT! THERE'S NO MORE DANGER!

IT'S *SPIDER-MAN!* HE'S HOLDING ONTO SOMEONE! ...BRINGING HIM *TOWARDS* US!

WHO EVER THOUGHT THAT MASKED WALL-CRAWLER WOULD TURN OUT TO BE A *HERO?!*

HERO MY *FOOT!* HOW DO WE KNOW WHAT HE REALLY WAS *UP* TO? HE MAY HAVE *CAUSED* THE FIRE!

FOR ALL WE KNOW, WE JUST CAUGHT HIM IN THE *ACT!*

HOLD IT, YOU! GET *BACK* HERE! YOU'VE SOME *EXPLAININ'* TO DO!

WHY DON'T YOU USE YOUR *GUN?* YOU CAN *SHOOT* HIM DOWN?

ON WHAT *GROUNDS?* I'M NOT A *STORM TROOPER,* PAL!

HIS NAME'S *NORMAN OSBORN!* GET HIM TO A DOCTOR... FAST!

HE'S A *HERO!* HE HELPED ME FINISH OFF THE *GREEN GOBLIN!*

BUT, WHERE *IS* THE GOBLIN?? WHAT *HAPPENED?* HOW DO *YOU* FIGURE IN ALL THIS? *WAIT..!*

CAN'T STOP TO EXPLAIN NOW...BUT I PROMISE YOU *ONE* THING...THE *GREEN GOBLIN* WILL NEVER TROUBLE YOU AGAIN!

AS FOR *ME,* I CAN'T WASTE ANOTHER SECOND! I'VE GOT TO GET BACK TO *AUNT MAY!*

SECONDS LATER ...

OH, NO! IT.. IT'S WHAT I FEARED!

THAT'S DR. BROMWELL'S CAR AT THE DOOR!

BUT.. I'VE GOT TO BE CAREFUL! CAN'T LET ANYONE SEE ME LIKE THIS!

I'VE GOT TO GET TO MY ROOM THROUGH THE BACK WINDOW... AND CHANGE UP THERE!

POOR AUNT MAY! IF... IF ANYTHING HAPPENS.. I'LL NEVER FORGIVE MYSELF!

IT WILL BE BECAUSE SHE WAS WORRIED ABOUT ME!

WHY MUST I HURT EVERYTHING I TOUCH?? UNCLE BEN! BETTY BRANT! AND NOW... AUNT MAY!

BETTY'S FEMALE INTUITION MUST HAVE MADE HER LEAVE ME!

SHE MUST HAVE FELT THAT I'D BRING NOTHING BUT HEART-ACHE TO THOSE I LOVE!

THE AMAZING SPIDER-MAN! ABLE TO CLIMB WALLS... TO FIGHT, TO RUN, TO THINK BETTER AND FASTER THAN ANY DOZEN ORDINARY MEN!

EVEN THOSE WHO HATE ME ENVY MY POWERS!

MY POWERS! WHAT A JOKE!

I SOMETIMES THINK THEY'VE PROVEN TO BE NOTHING BUT A CURSE!

I-I'D TRADE PLACES WITH ALMOST ANY NORMAL EVERYDAY MAN!

AT LEAST AUNT MAY WOULDN'T HAVE TO SUFFER FOR MY SECRET!

DR. BROMWELL! MY AUNT! IS SHE..??

QUIET, SON! SHE FINALLY FELL ASLEEP! I'VE PLACED HER UNDER MILD SEDATION!

IT WASN'T EASY TO GET HER TO SHUT HER EYES! SHE WAS VERY CONCERNED ABOUT YOU, PETER!

I-I WAS AFRAID OF THAT, DOCTOR!

YOU WERE?

THEN WHY DID YOU STAY OUT SO LATE WITHOUT CALLING? I WARNED YOU THAT SHE MUST BE SPARED FROM ANY SERIOUS WORRY, OR SHOCK!

I NEVER THOUGHT THAT YOU'D BE SO UNFEELING ... SO WRAPPED UP ONLY IN YOURSELF!

LUCKILY, I REACHED HER IN TIME TO PREVENT ANY SERIOUS ILL EFFECTS!

BUT, IF IT HAPPENS AGAIN---IT MAY BE *TOO LATE!*

IT... *WON'T* HAPPEN AGAIN, DOCTOR!

I *HOPE* NOT, MY BOY! FOR THE SAKE OF *BOTH* OF YOU!

AFTER THE DOOR CLOSES QUIETLY BEHIND HIM, A BROODING PETER PARKER MAINTAINS SILENT VIGIL THROUGH THE LONG, LONELY, SEEMINGLY ENDLESS HOURS, UNTIL ---

PETER! IS..IS THAT *YOU?*

AUNT MAY! YOU'RE *AWAKE!* YOU'RE *ALL RIGHT!*

OF *COURSE* I AM, DEAR... NOW THAT *YOU'RE* HERE!

BUT, IT WAS SO *LATE!* AND YOU HADN'T *CALLED!* I DIDN'T KNOW WHAT TO *THINK!* THE CITY STREETS CAN BE SO *CRUEL* ... SO DANGEROUS!

SHE'S *OKAY!* THAT'S ALL THAT MATTERS! SHE'S *OKAY!*

WHERE *WERE* YOU, PETER?

IT BUGS ME TO *LIE*... BUT HOW CAN I TELL HER I WAS FIGHTING FOR MY LIFE AGAINST A DEADLY MADMAN IN A BURNING BUILDING?

IT'S ALL MY FAULT, AUNT MAY! I WAS STUDYING WITH ONE OF MY CLASS-MATES, AND WE JUST FORGOT HOW *LATE* IT WAS GETTING!

YOU POOR DEAR! I KNOW HOW MUCH YOUR *SCHOLARSHIP* MEANS TO YOU... AND HOW YOU WANT TO REMAIN AT THE HEAD OF THE DEAN'S LIST!

BUT YOU SIMPLY *MUSTN'T* SPEND SO MUCH TIME STUDYING! YOU NEED SOME FRESH AIR.. SOME *EXERCISE!*

IN FACT, LOOK HOW *FLUSHED* YOUR FACE IS *NOW!*

I DO *DECLARE!* YOU HAVE A *FEVER!*

AUNT MAY..THIS IS *RIDICULOUS!* I FEEL *FINE!* IT'S *I* WHO SHOULD BE LOOKING AFTER *YOU!*

NONSENSE, PETER! YOU *KNOW* HOW FRAGILE YOU ARE! THIS WARM BROTH AND A GOOD NIGHT'S SLEEP WILL DO YOU A WORLD OF GOOD!

MY HEAD WAS WARM BECAUSE I WAS SO NEAR THE *FLAMES* FOR SO LONG! BUT... MY BEST BET IS TO *LET* HER MINISTER TO ME! IT'S GOOD THERAPY FOR *HER!*

JUST KNOWING THAT YOU'RE HOME SAFE AGAIN HAS MADE ME FEEL LIKE A *NEW* WOMAN!

AND, IN AN EXPENSIVE HOSPITAL ROOM, ON THE FASHIONABLE EAST SIDE OF MANHATTAN.. A FATHER AND SON SEEM TO *FIND* EACH OTHER AGAIN... AS THOUGH AFTER AN ABSENCE OF MANY LONG, NOW-FORGOTTEN YEARS...

DON'T WORRY, DAD! EVERYTHING WILL BE ALL RIGHT... WE'RE *TOGETHER* AGAIN!

I CAN'T REMEMBER WHAT *HAPPENED*, SON... THESE PAST FEW YEARS SEEM TO BE FOREVER *BURIED*... FOREVER *LOST* TO ME!

BUT, THE *FUTURE* LIES AHEAD... AND IT WILL BE A *GOOD* ONE.. FOR BOTH OF US! SOMEHOW I *KNOW* THAT NOW!

NEXT ISSUE:

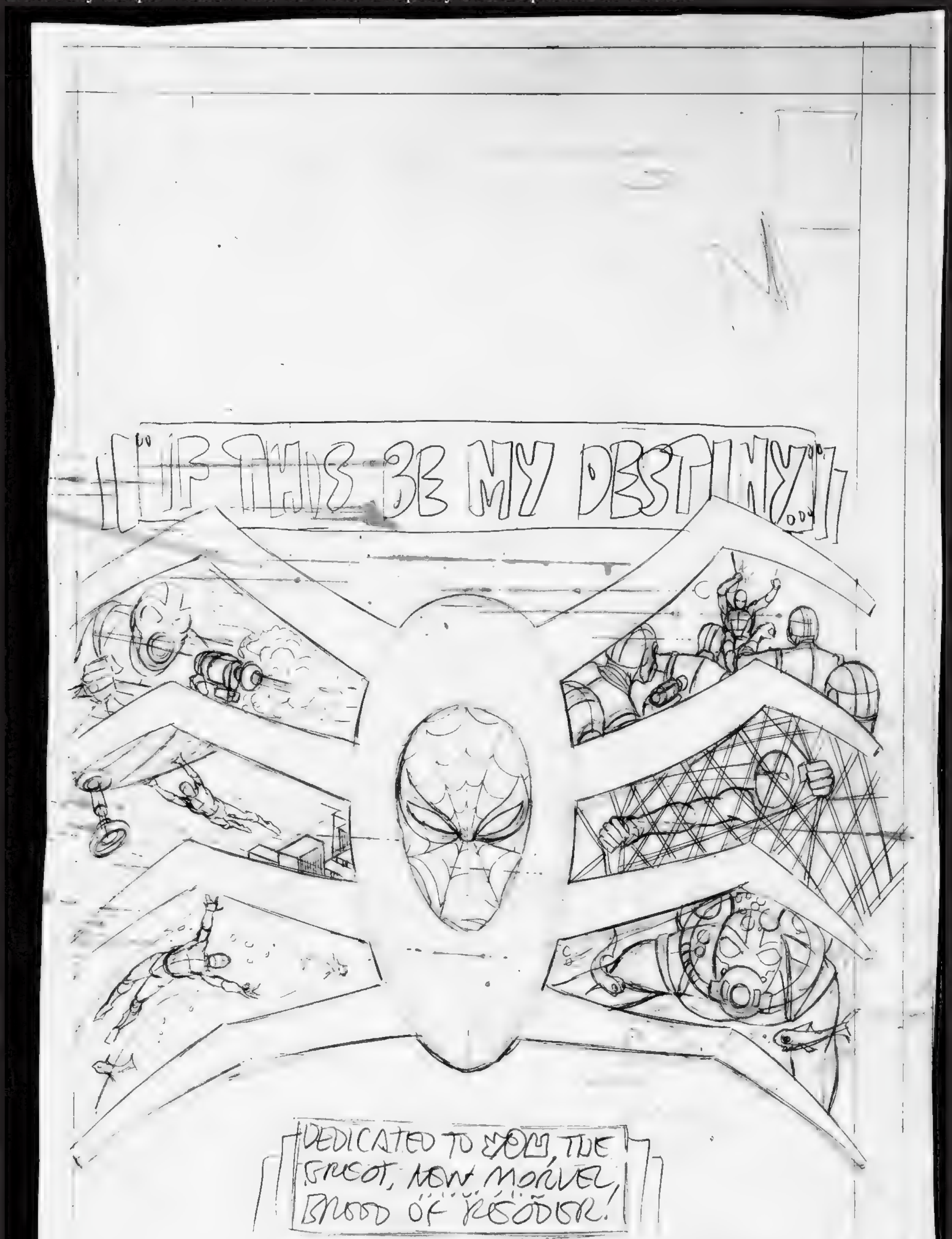
DON'T MISS **PETER PARKER'S STARTLING DECISION**

PLUS ooo

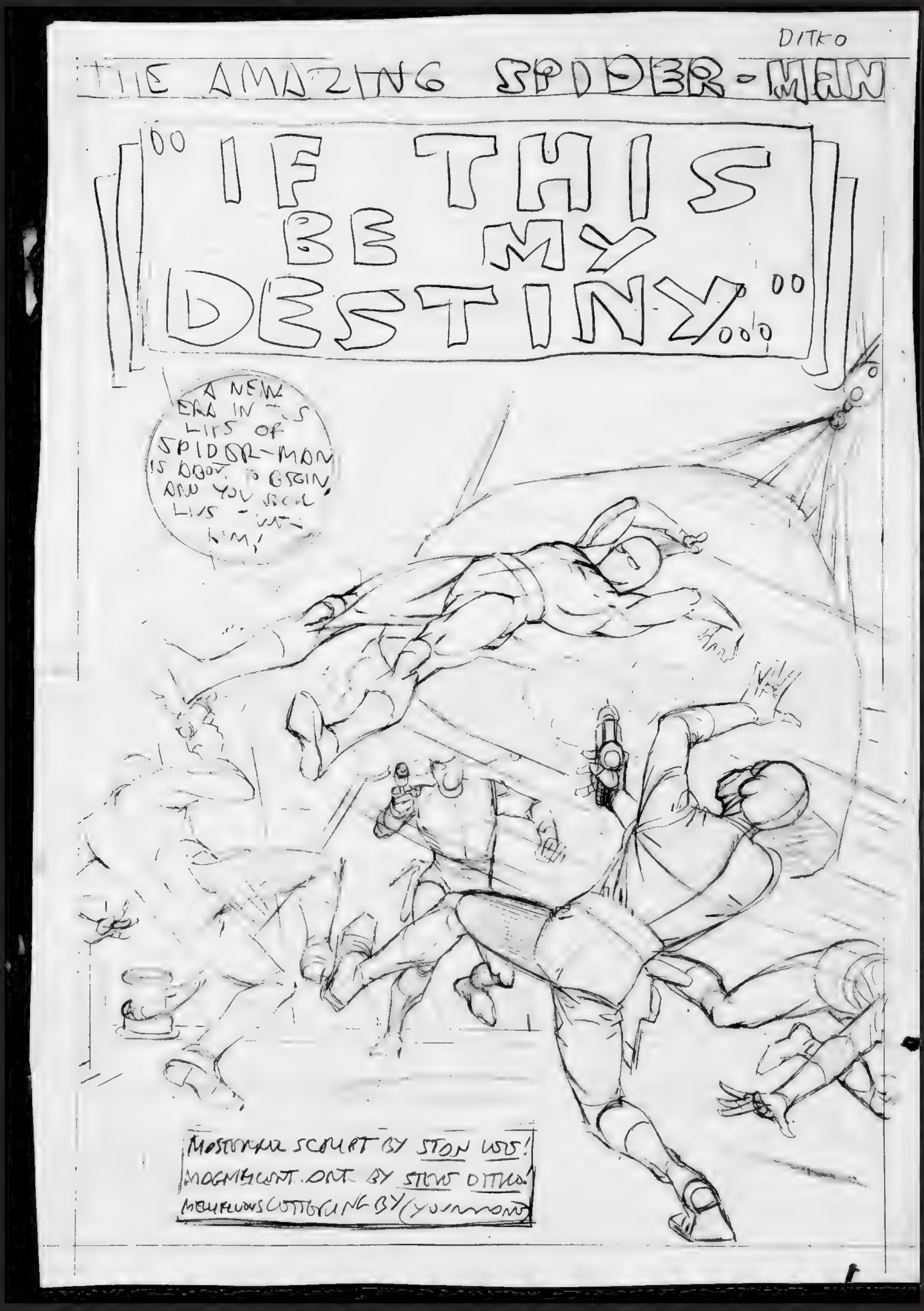
AN ALL-NEW, FANTASTICALLY POWERFUL **SUPER-FOE** FOR SPIDEY!

'NUFF SAID!

A striking rarity preserved by Marvel Bullpenner Marie Severin, the following pages present Steve Ditko's layouts/pencils to *The Amazing Spider-Man* #31 "If This Be My Destiny!" (Dec. 1965). Displaying the crisp linework, expressive characters, and dynamic layouts of one of the field's greatest talents in-process, they are a truly unique window into the work of Spidey's incomparable co-creator.

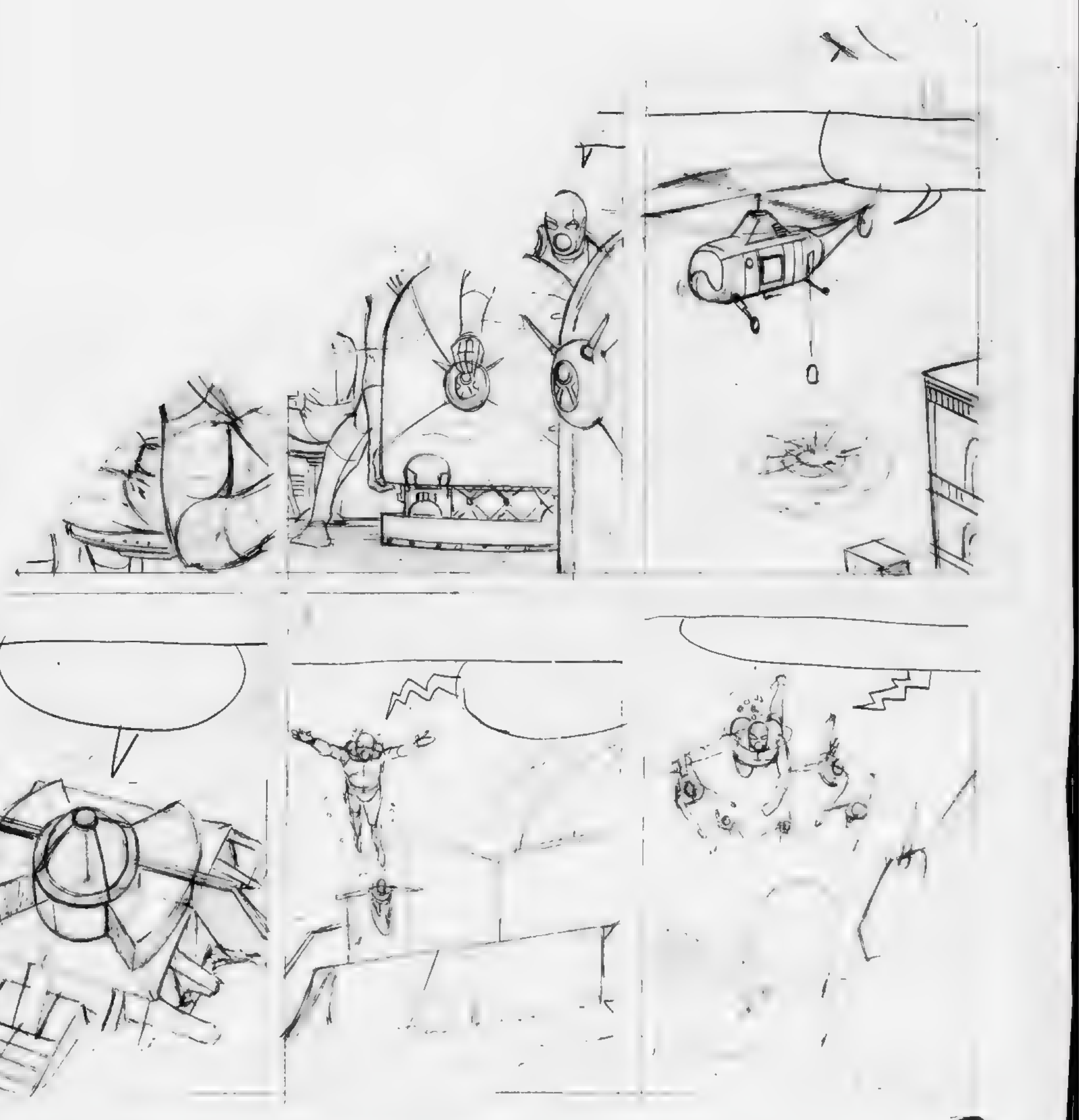


The Amazing Spider-Man #31, page 1 pencils


DITKO
THE AMAZING SPIDER-MAN
IF THIS BE MY DESTINY...
A NEW ERA IN THE LIFE OF SPIDER-MAN IS ABOUT TO BEGIN, AND YOU SHALL LIVE - WITH HIM!
MOSTLY ALL SCRIPT BY STAN LEE!
MAGNIFICENT ART BY STEVE DITKO!
MARVELOUS LETTERING BY (illegible)

The Amazing Spider-Man #31, page 2 pencils

The Amazing Spider-Man #31, page 3 pencils



The Amazing Spider-Man #31, page 4 pencils

The Amazing Spider-Man #31, page 5 pencils

The Amazing Spider-Man #31, page 6 pencils

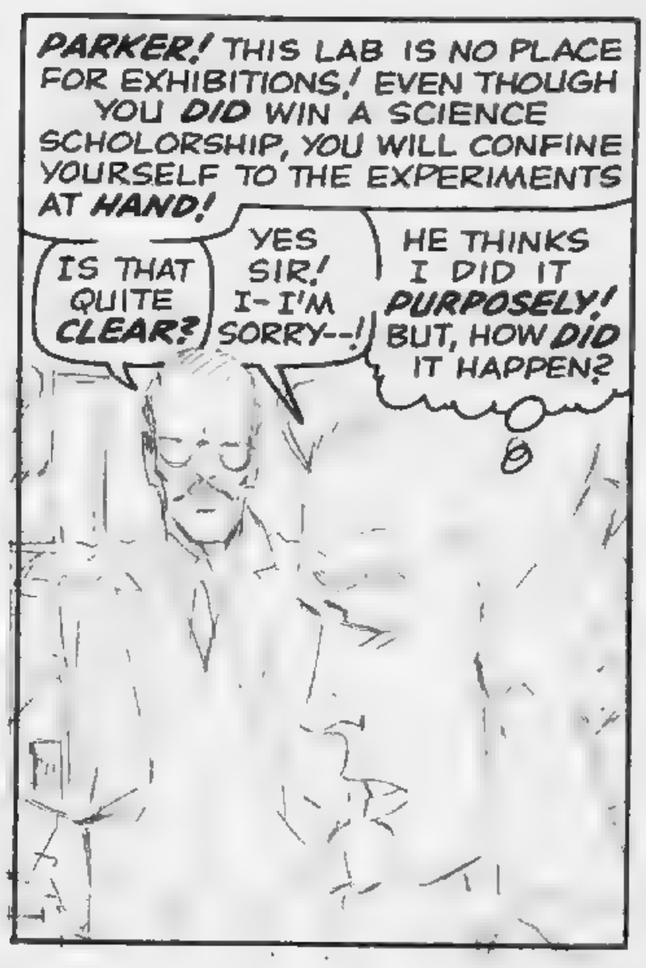
The Amazing Spider-Man #31, page 7 pencils

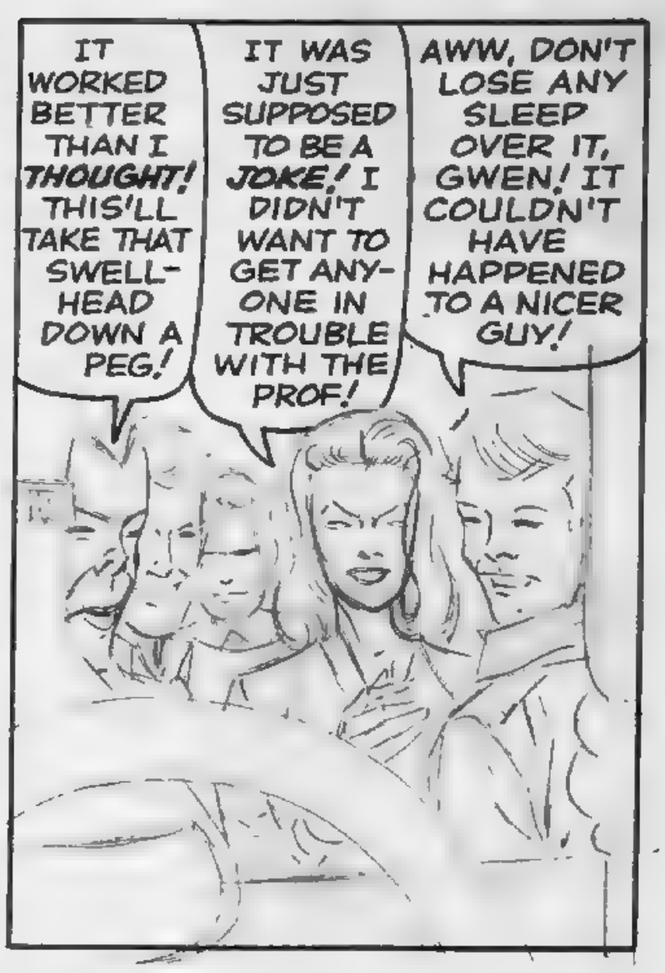
The Amazing Spider-Man #31, page 8 pencils

The Amazing Spider-Man #31, page 9 pencils

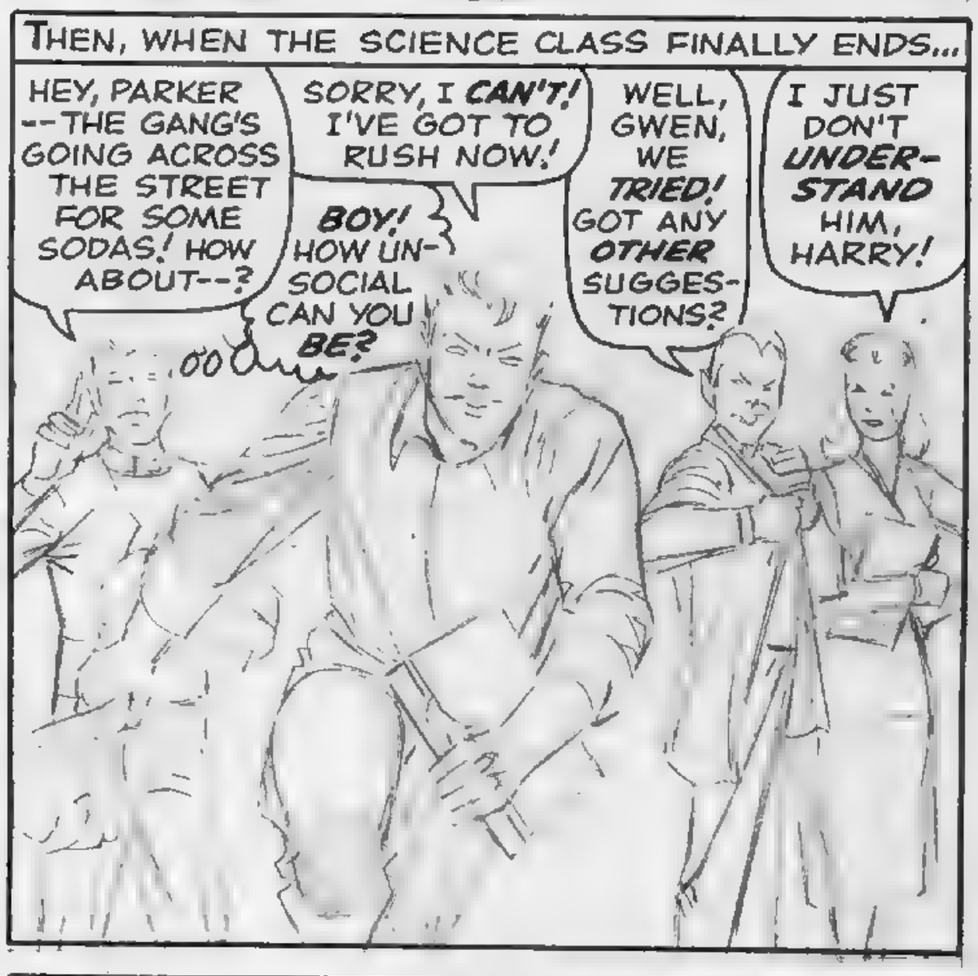
The Amazing Spider-Man #31, page 10 pencils

The Amazing Spider-Man #31, page 11 pencils


PARKER! THIS LAB IS NO PLACE FOR EXHIBITIONS! EVEN THOUGH YOU *DID* WIN A SCIENCE SCHOLORSHIP, YOU WILL CONFINE YOURSELF TO THE EXPERIMENTS AT *HAND!*
IS THAT QUITE *CLEAR?*
YES SIR! I- I'M SORRY--!
HE THINKS I DID IT *PURPOSELY!* BUT, HOW *DID* IT HAPPEN?


IT WORKED BETTER THAN I *THOUGHT!* THIS'LL TAKE THAT SWELL-HEAD DOWN A PEG!
IT WAS JUST SUPPOSED TO BE A *JOKE!* I DIDN'T WANT TO GET ANY-ONE IN TROUBLE WITH THE PROF!
AWW, DON'T LOSE ANY SLEEP OVER IT, GWEN! IT COULDN'T HAVE HAPPENED TO A NICER GUY!

TELL YOU WHAT, DOLL--IF IT'LL MAKE YOU FEEL BETTER, WE'LL INVITE HIM FOR A COKE AFTER CLASS! HOW'S THAT?
IT'S THE *LEAST* WE CAN DO! WE HAD NO RIGHT TO GET PROFESSOR WARREN DOWN ON HIM!
I'VE NEVER MADE A BONEHEAD MISTAKE LIKE *THAT* IN AN EXPERIMENT BEFORE! I MUST HAVE BEEN DAY-DREAMING!
DAY-DREAMING, MY *FOOT!* I JUST CAN'T GET POOR AUNT MAY OUT OF MY MIND, THAT'S ALL!


THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...
HEY, PARKER --THE GANG'S GOING ACROSS THE STREET FOR SOME SODAS! HOW ABOUT--?
SORRY, I *CAN'T!* I'VE GOT TO RUSH NOW!
BOY! HOW UN-SOCIAL CAN YOU *BE?*
WELL, GWEN, WE *TRIED!* GOT ANY *OTHER* SUGGES-TIONS?
I JUST DON'T *UNDER-STAND* HIM, HARRY!

MINUTES LATER, OUTSIDE THE SCIENCE HALL, GWEN AND HARRY RUN INTO ANOTHER FAMILIAR FACE...
I JUST SAW THE POOR MAN'S EINSTEIN RUNNING PAST ME LIKE HE KNEW WHERE HE WAS GOIN'! WHAT HAPPENED, DID HE SEE A MOUSE?
WHO KNOWS? MAYBE SOME-ONE ONCE TOLD HIM HE'S TOO GOOD FOR THE HUMAN RACE!
C'MON AND HAVE A COKE WITH US, FLASH!

WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...
YOU'RE LOOKING MUCH BETTER, AUNT MAY! YOU'LL BE OUT OF HERE IN *NO* TIME!
OF COURSE, DEAR! BUT ABOUT YOUR FIRST DAY OF SCHOOL? WAS IT EXCITING? DID YOU MAKE ANY NICE NEW FRIENDS?
OH, SURE! IT WAS GREAT! THEY'RE A GREAT BUNCH OF GUYS AND GALS!
11

The Amazing Spider-Man #31, page 12 pencils

VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!

RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!

SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?

BUT, PETER PARKER ***LOSES*** SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...

I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!

SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!

I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!

OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!

I UNDER-STAND, SIR....!

BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!

SURE, DOC --!

BEING ***CHEERFUL*** WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!

LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...

I MIGHT HAVE ***KNOWN*** THERE'D BE NOTHING BUT ***BILLS*** AT A TIME LIKE THIS!

JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!

MAYBE I OUGHT TO ***FORGET*** ABOUT COLLEGE! EVEN THOUGH MY SCHOLORSHIP PAYS THE TUITION, I ***STILL*** CAN'T AFFORD IT!

IF I COULD GET A FULL-TIME JOB--BRING IN SOME ***REAL*** MONEY--***THAT'S*** WHAT WE NEED!

BUT--THAT WOULD ***REALLY*** BREAK AUNT MAY'S HEART!

THERE'S ONLY ONE ***OTHER*** WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES...!

AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF ***SPIDER-MAN*** SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADOWY WRAITH...

MY BELT-CAMERA IS LOADED AND READY!

NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!

IF I FIND SOME-THING THAT I CAN SELL TO THE ***DAILY BUGLE*** EARLY ENOUGH, I'LL ***STILL*** BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!

BUT, I'VE NEVER SEEN THE CITY MORE ***QUIET...!***

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The Amazing Spider-Man #31, page 13 pencils

NEVER THOUGHT I'D FIND MYSELF ***WISHING*** FOR A CRIME TO TAKE PLACE-- BUT IT LOOKS LIKE YOU CAN NEVER FIND A CRIMINAL WHEN YOU NEED ONE!

AND, AS THE LONG, LONELY EVENING HOURS CRAWL BY...

NOTHING! NOT A SINGLE ***THING!***

AND JOLLY JONAH JAMESON ISN'T THE TYPE OF PUBLISHER TO PAY GOOD MONEY FOR PHOTO OF A QUIET CITY STREET!

I CAN'T EVEN FIND A SINISTER JAY-WALKER, OR A DANGEROUS LITTER-BUG I CAN CATCH IN THE ACT, WITH MY KODAK!

THERE'S A CAR ILLEGALLY PARKED--BUT IT'S HARDLY A FRONT PAGE SHOT!

FINALLY, AS THE FIRST FAINT FINGERS OF DAWN CREEP OVER THE STILL-SLUMBERING CITY...

IT'S NO USE I'VE WASTED THE ENTIRE EVENING-- AND ALL FOR NOTHING!

WELL, IT'S STILL A FEW HOURS TILL MY FIRST CLASS! MAYBE I CAN GET ***SOME*** STUDYING IN IF I GET RIGHT HOME!

=***YAWWWN***= NO MATTER HOW ***STRONG*** A FELLA MAY BE, A NIGHT WITHOUT SLEEP CAN SURE MAKE HIM ***BUSHED!***

AND, A FEW SHORT HOURS LATER...

CAN'T CONCENTRATE ON WHAT I'M READING ANY MORE! IF I COULD ONLY SHUT MY EYES FOR A FEW MINUTES--BUT, IT'S TIME FOR ***CLASS*** NOW...!

AND SO, A BONE-WEARY PETER PARKER TRUDGES TOWARD HIS FIRST CLASS TO BEGIN WHAT SHOULD HAVE BEEN A HAPPY, EXCITING SECOND DAY OF CAMPUS LIFE, UNAWARE THAT MOST OF THE STUDENT BODY IS TALKING ABOUT THE NEW SCHOLORSHIP STUDENT WHO SEEMS TO FEEL HE'S TOO GOOD TO MINGLE WITH HIS CLASSMATES...

THAT'S HIM! MR. SWELLED-HEAD OF 1965!

WONDER WHAT MAKES HIM THINK HE'S SO SPECIAL?

NOW, IF I CAN JUST STAY AWAKE LONG ENOUGH TO GET THRU MY COURSES TODAY!

I ***STILL*** HAVE THE FEELING THAT HE'S REALLY NOT A BAD SORT DEEP DOWN!

AW, COME ***OFF*** IT, GWEN! HOW MUCH PROOF DO YOU ***WANT?***

I DON'T GET IT! CHICKS ALWAYS SEEM TO GO FOR THOSE EGG-HEADED SKINNY CREEPS!

13

The Amazing Spider-Man #31, page 14 pencils

BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWSPAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS *DAILY BUGLE*...

NEWS! I WANT *NEWS!* SOMETHING MUST BE HAPPENING, *SOMEWHERE!*

I CAN'T SELL A NEWSPAPER WITHOUT *NEWS?* WHY DOESN'T SOMETHING *HAPPEN???*

FOSWELL! YOU'RE ONE OF MY *TOP* REPORTERS! WHAT AM I *PAYING* YOU FOR?

SORRY, MR. JAMESON! I ONLY *REPORT* THE NEWS--I CAN'T *MANUFACTURE* IT!

DON'T GET CLEVER WITH *ME!* CLEVER PEOPLE MAKE ME *NERVOUS!* JUST BRING ME A *STORY!*

WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY *THERE* SOMEWHERE! GO *FIND* IT!

I'M ON MY WAY!

HE MAY BE *RIGHT!* IT'S TIME FOR *"PATCH"*, THE STOOLIE, TO MAKE THE SCENE AGAIN!

MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?

I HAVEN'T SEEN MUCH OF PETER PARKER *MYSELF* LATELY, MR. JAMESON!

HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!

WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!

I'LL *DO* THAT, SIR!

YOU OLD HYPOCRITE!

THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS *AUNT* IS USUALLY HOME AT THIS TIME!

OH, HELLO, NED!

I'VE BEEN WANTING TO TALK TO YOU, BETTY!

DO YOU HAVE AN *ANSWER* FOR ME YET?

I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I *MUST* BE FAIR TO *PETER!* I HAVE TO SPEAK TO *HIM* FIRST!

SURE, BETTY! I UNDERSTAND!

I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND I'LL KEEP ASKING--UNTIL YOU SAY *YES!*

I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I *LEARN* SOMETHING--I PROMISE!

LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I *KNOW* PETER IS KEEPING SOME *SECRET* FROM ME! I JUST *MUST* FIND OUT WHAT IT *IS!*

14

The Amazing Spider-Man #31, page 15 pencils

AND WHAT OF THE MAN CALLED ***PATCH?*** WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...

THINGS ARE QUIET--***TOO*** QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A ***STORM!***

BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!

NOTHING, SAILOR--I WAS JUST CURIOUS!

WHAT'S IT TO ***YOU,*** MATE?

THAT CHARACTER TALKING TO THE SEAMAN IS FOXY BRIGGS! HE'S ONLY CURIOUS ABOUT ***ONE*** THING --***ROBBERY!***

THIS MAY BE THE LEAD I'VE BEEN ***LOOKING*** FOR!

THUS, WHEN FOXY BRIGGS LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...

I BETTER NOT GET ***TOO*** CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!

BUT, WHEN "PATCH" TURNS A CORNER...

I ***LOST*** HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!

NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED-- I HAVEN'T ENOUGH EVIDENCE!

AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!

HONEST TO GOSH--WE ***DIDN'T*** FORGET ABOUT ***SPIDER-MAN!*** YOU'LL SEE HIM REAL SOON--WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--

PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!

AND THAT'S A CHALLENGE ***NO*** GIRL CAN RESIST!

HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!

IF I GET TO THE HOSPITAL ***EARLIER,*** I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!

HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?

I'M AWFULLY SORRY! YOU'LL HAVE TO ***EXCUSE*** ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!

The Amazing Spider-Man #31, page 16 pencils

WHY--THE UNMITIGATED **NERVE** OF HIM!

NOBODY GIVES **GWEN STACY** THE BRUSH-OFF THAT WAY!

YOU, YOUNG MAN, ARE GOING TO **REGRET** THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...

ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!

OF **COURSE** I AM! YOU JUST WORRY ABOUT **YOURSELF,** AUNT MAY!

WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?

OH, I'M GETTING ALONG FINE! JUST FINE!

NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!

SOMEHOW I--I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!

WELL, I'LL BE LEAVING NOW, DOCTOR...

THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF **SPIDER-MAN** SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...!

I JUST **HAVE** TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL **GONE!**

AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...

A FLASHING **LIGHT** DOWN BELOW!

LOOKS AS THOUGH SOMEONE'S TRYING TO **SIGNAL** ME!

MIGHT BE A **TRAP**--BUT I CAN'T AFFORD TO IGNORE IT!

IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE **KNOWS** ME! WONDER WHO HE IS?

SPIDER-MAN! LUCKY I SAW YOU!

I NEED YOUR **HELP!**

SORRY, MISTER! I'M FLAT BROKE MYSELF!

WAIT! THIS ISN'T A **TOUCH!** I THINK THERE'S GONNA BE A **ROBBERY** AT PIER SIX TONIGHT!

HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE--BUT **YOU** COULD CHECK ON IT!

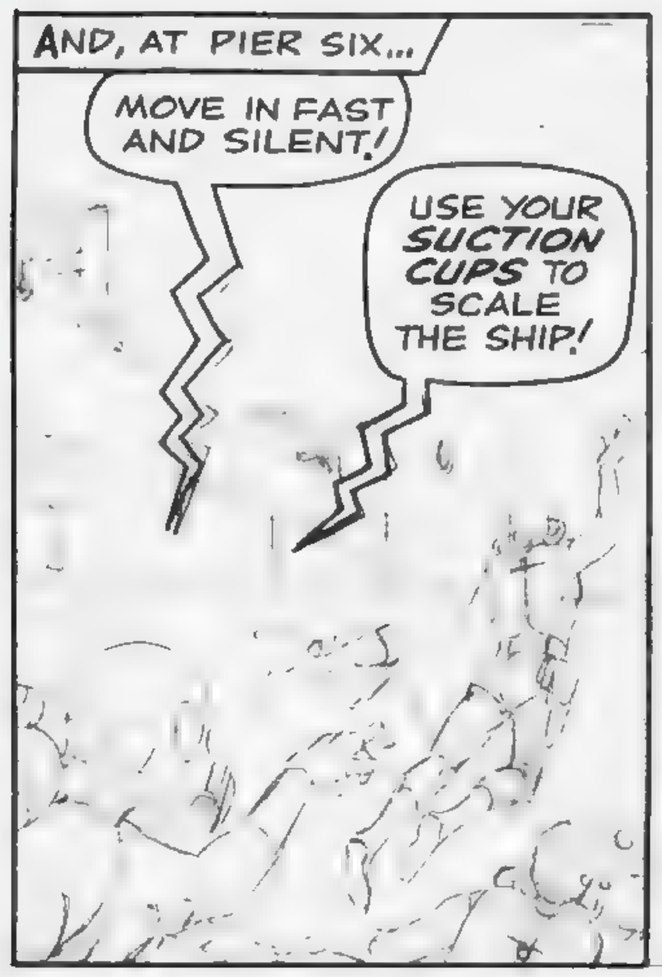
IF MY TIP IS **RIGHT,** AND YOU CATCH 'EM--**I** WANT SOME CREDIT!

SURE! SURE! I'LL REMEMBER YOU IN MY **WILL!**

MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!

16

The Amazing Spider-Man #31, page 17 pencils

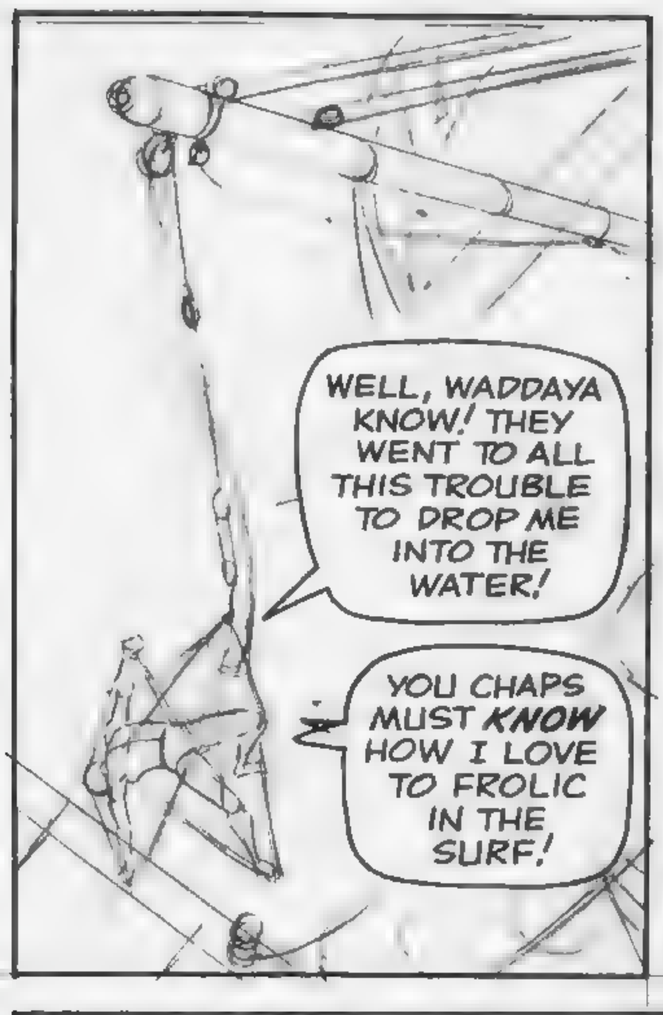


THE GAS DIDN'T WORK! SOMETHING'S WRONG-- -UNHHHHH!-
YOU CAN SAY THAT AGAIN, PLAY-MATE! AND IT'LL BE A LOT WRONGER BEFORE I'M DONE WITH YOU!
THE ONE THING THE MASTER PLANNER DIDN'T COUNT ON! WE'VE GOT TO STOP HIM SOMEHOW!
17

The Amazing Spider-Man #31, page 18 pencils

MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...
NOW THAT I'VE GAINED CONTROL OF THE CARGO BOOM, I'LL USE IT TO FINISH OFF SPIDER-MAN!
BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING SPIDER SENSE...!
SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!
BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!
DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!
UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!
HOLD IT, GROUP! WAIT FOR ME!
YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY WEBBING WILL HOLD THEM FAST!
NO, DON'T THANK ME! IT'LL MAKE ME BLUSH!
THWIP!
WE'VE GOT TO STOP HIM, ONCE AND FOR ALL!
A FINE WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!
DUCK! WE'LL GET HIM FROM ABOVE!
THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...
A CARGO NET! DROPPED ON ME FROM ABOVE!
IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY HOSTILE!
18

The Amazing Spider-Man #31, page 19 pencils

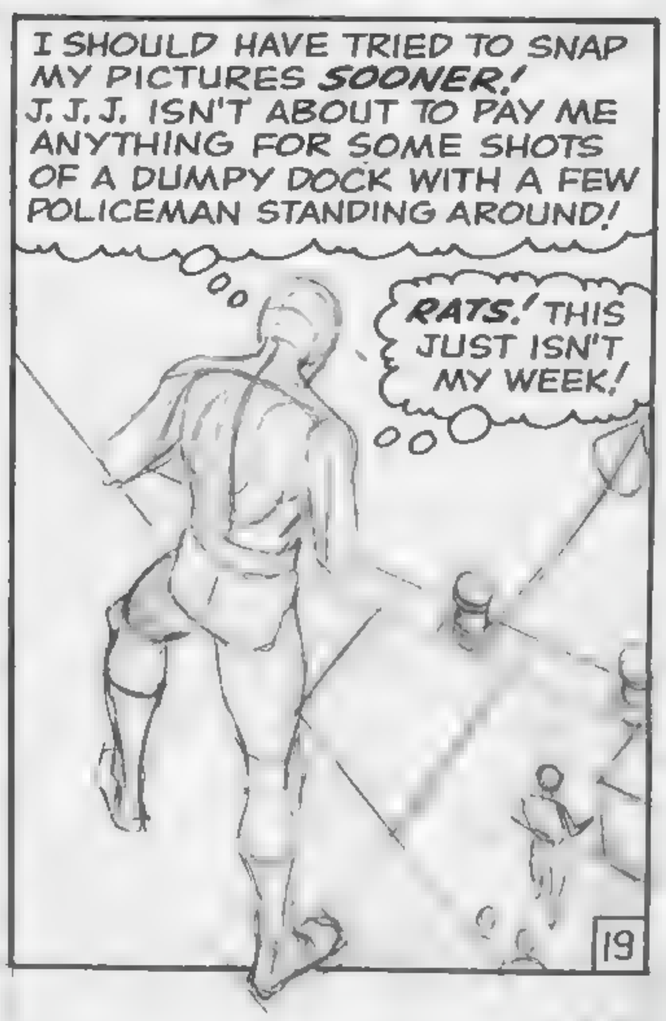

WELL, WADDAYA KNOW! THEY WENT TO ALL THIS TROUBLE TO DROP ME INTO THE WATER!
YOU CHAPS MUST KNOW HOW I LOVE TO FROLIC IN THE SURF!

NOW I'D BETTER GET DOWN TO BUSINESS AND SNAP SOME PICTURES OF THOSE BOZOS BEFORE THEY --OH, NO!
THEY'RE ALL DIVING INTO THE DRINK!
QUICK, TAKE TO THE DEEP --WHILE WE STILL CAN!

WITH ALL THAT GEAR THEY'RE WEARING, THEY'D HAVE THE ADVANTAGE IF I GO AFTER THEM IN THE WATER!
SAY! THERE'S A SQUAD CAR --AND THAT FELLA WHO GAVE ME THE TIP IS WITH THE POLICE!

YOU WERE RIGHT, PATCH! THERE WAS SOMETHING GOING ON HERE!
I'M SURE SPIDER-MAN WAS HERE --BUT THERE'S NO SIGN OF HIM NOW!
THESE DOCK WORKERS ARE JUST COMING TO!

I WONDER WHO HE IS-- AND HOW HE FIGURES IN ALL THIS?
WELL, IT LOOKS AS THOUGH ALL I GOT FOR MY PAINS WAS A LOT OF EXERCISE!
OKAY, PATCH--WE WON'T BE NEEDING YOU ANY MORE!


I SHOULD HAVE TRIED TO SNAP MY PICTURES SOONER! J. J. J. ISN'T ABOUT TO PAY ME ANYTHING FOR SOME SHOTS OF A DUMPY DOCK WITH A FEW POLICEMAN STANDING AROUND!
RATS! THIS JUST ISN'T MY WEEK!
19

The Amazing Spider-Man #31, page 20 pencils

THE ONLY **GOOD** THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHAT-EVER THEY WERE AFTER...

...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY **WORKED!**

MY DRY CHEMICAL FILTER SUCCEEDING IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!

I SURE AM GLAD I DECIDED TO MAJOR IN **SCIENCE**-- WHAT WOULD I DO **WITHOUT** IT?

WELL, I CAN ALWAYS PAT MYSELF ON THE BACK **LATER!** RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE **NEWS PHOTOS!**

AND, IF I **FIND** ANY, I HOPE I REMEMBER TO **SNAP** 'EM NEXT TIME!

MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE **MASTER PLANNER'S** MEN...

SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE **USED** THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!

IF MY **RAY** CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE **WORLD** IN TIME!

BUT, I SHALL TOLORATE NO FURTHER MEDDLING BY **SPIDER-MAN!** EVEN **HE** HAS NOT THE POWER TO STOP ME!

THOUGH HE AND I HAVE MET **BEFORE,** IF HE CROSSES MY PATH AGAIN, OUR **NEXT** ENCOUNTER WILL BE HIS **LAST!**

AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...

ARE YOU **CERTAIN?** PERHAPS THERE HAS BEEN A MISTAKE!

NO! IT'S JUST WISHFUL THINKING ON YOUR PART!

BUT, BEFORE WE TELL HER THE NEWS, RERUN THE THE TEST JUST **ONCE** MORE!

VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...

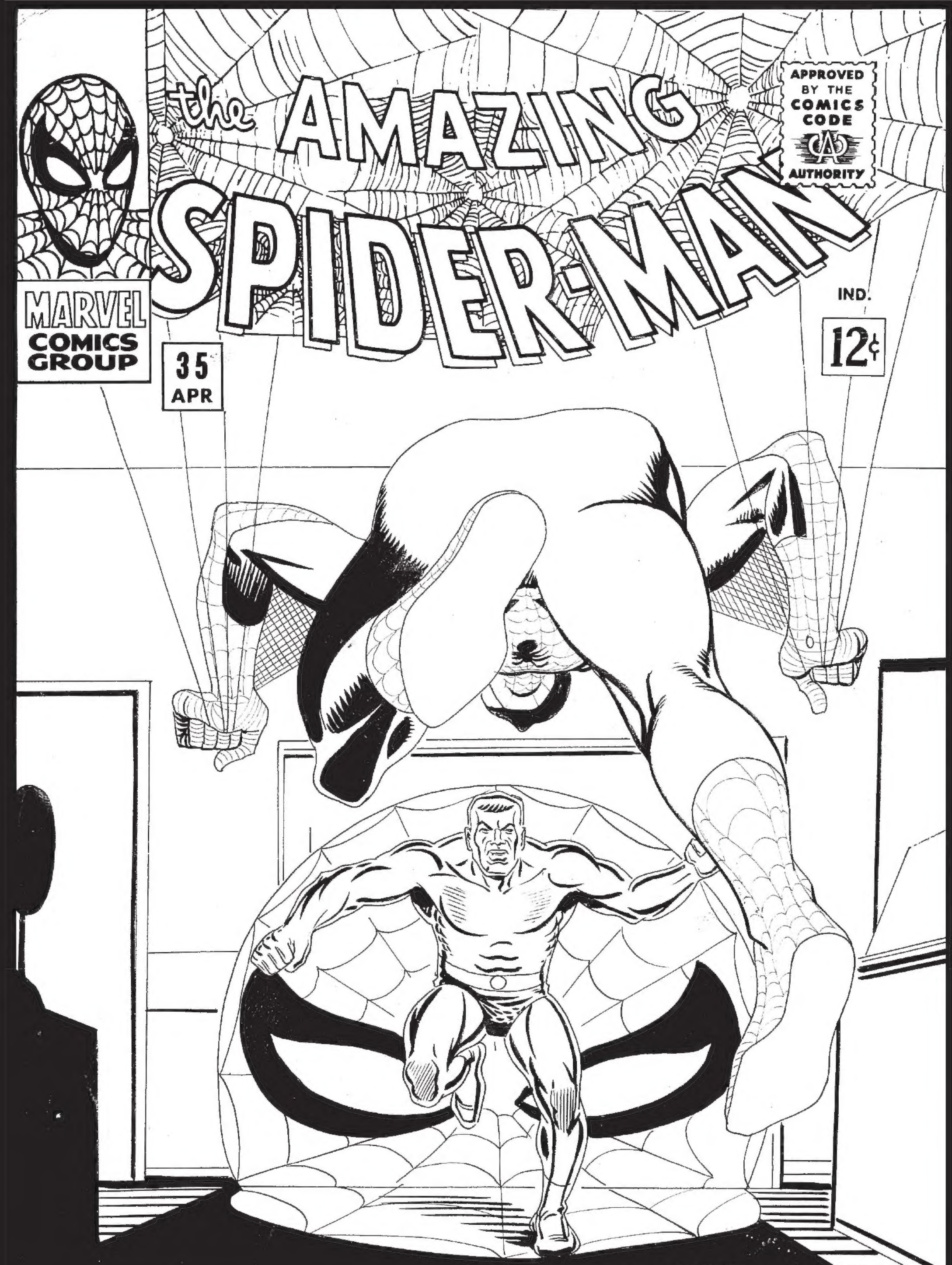
...THE POOR WOMAN CAN'T LAST MUCH LONGER!

NEXT ISSUE: WE SHALL LEARN THE FATE OF PETER PARKER'S **AUNT MAY,** AS WELL AS THE IDENTITY OF--THE **MASTER PLANNER!** BECAUSE YOU'RE **OUR** KIND OF READER, WE OFFER THIS ADMONISHMENT--YOU MUST **NOT** MISS IT! **'NUFF SAID!**

20

20 END

The Amazing Spider-Man #35 cover production photostat
featuring Ditko's original Spider-Man figure



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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

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GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

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